

Return of Organization Exempt From Income Tax

Under section 501(c), 527, or 4947(a)(1) of the Internal Revenue Code (except black lung benefit trust or private foundation)

2011

Open to Public Inspection

Department of the Treasury Internal Revenue Service

The organization may have to use a copy of this return to satisfy state reporting requirements

A For the 2011 calendar year, or tax year beginning Aug 1, 2011, and ending Jul 31, 2012

Form header section containing organization name (STUDENTSFIRST), address (825 K STREET, SACRAMENTO, CA 95814), and financial information (Gross receipts \$18,458,954).

ENVELOPE DATE JUN 11

Part I Summary

Part I Summary section with line 1: Briefly describe the organization's mission or most significant activities. Mission: OUR MISSION IS TO BUILD A NATIONAL MOVEMENT TO DEFEND THE INTERESTS OF CHILDREN IN PUBLIC EDUCATION AND PURSUE TRANSFORMATIVE REFORM, SO THAT AMERICA HAS THE BEST EDUCATION SYSTEM IN THE WORLD.

Table with 3 columns: Description, Prior Year, Current Year. Rows include Revenue (Total revenue: 15,457,854), Expenses (Total expenses: 13,369,425), and Net Assets or Fund Balances (Total assets: 4,300,848).

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Part II Signature Block

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete. Declaration of preparer (other than officer) is based on all information of which preparer has any knowledge.

Signature of officer: MICHELLE RHEE, CEO & FOUNDER. Date: 6/13/13.

Paid Preparer Use Only section. Preparer: ROBERT E. LANE, CPAS. Firm: Lane & Company, CPAS. Date: 6/11/13.

May the IRS discuss this return with the preparer shown above? (see instructions) [X] Yes [ ] No

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Part III Statement of Program Service Accomplishments

Check if Schedule O contains a response to any question in this Part III

X

1 Briefly describe the organization's mission

OUR MISSION IS TO BUILD A NATIONAL MOVEMENT TO DEFEND THE INTERESTS OF CHILDREN IN PUBLIC EDUCATION AND PURSUE TRANSFORMATIVE REFORM SO THAT AMERICA HAS THE BEST EDUCATION SYSTEM IN THE WORLD

2 Did the organization undertake any significant program services during the year which were not listed on the prior Form 990 or 990-EZ?

X Yes No

If 'Yes,' describe these new services on Schedule O

3 Did the organization cease conducting, or make significant changes in how it conducts, any program services?

No Yes X

If 'Yes,' describe these changes on Schedule O

4 Describe the organization's program service accomplishments for each of its three largest program services, as measured by expenses. Section 501(c)(3) and 501(c)(4) organizations and section 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported

4a (Code: ) (Expenses \$ 4,116,572. including grants of \$ 881,000.) (Revenue \$ 0.)

STUDENTSFIRST HAS AN ACTIVE PRESENCE IN STATE LEGISLATURES WHERE THEY WORK TO ADDRESS LEGISLATIVE POLICIES THAT PROMOTE TRANSFORMATIVE REFORM CONCERNING TEACHER QUALITY, PARENTAL EMPOWERMENT, AND FISCAL RESPONSIBILITY. THE TEAM WORKS TO ENSURE PROPOSED LEGISLATION MEETS THE GOAL OF TRANSFORMATIVE EDUCATION REFORM. STUDENTSFIRST CONDUCTS RESEARCH, PREPARES POLICY BRIEFINGS, HOSTS FORUMS FOR THE PUBLIC AND MEETS WITH LEGISLATORS AND MEMBERS OF THEIR STAFF TO DISCUSS SPECIFIC EDUCATION STRATEGIES.

4b (Code: ) (Expenses \$ 3,300,635. including grants of \$ 0.) (Revenue \$ 0.)

STUDENTSFIRST WORKED TO EMPOWER TEACHERS, PARENTS, STUDENTS, POLICYMAKERS AND THE GENERAL PUBLIC BY CREATING AWARENESS ABOUT EDUCATION REFORM ISSUES AND POLICIES, AS WELL AS AWARENESS REGARDING THE ORGANIZATION'S MISSION THROUGH THE USE OF ITS WEBSITE, ADVERTISEMENTS AND MEETINGS, EVENTS AND WORKSHOPS.

4c (Code: ) (Expenses \$ 3,289,994. including grants of \$ 2,645,800.) (Revenue \$ 0.)

STUDENTSFIRST ENGAGED IN ELECTORAL ACTIVITY THROUGH DIRECT SUPPORT, RESEARCH, POLLING, GOTV AND PAID MEDIA CAMPAIGNS INCLUDING INDEPENDENT EXPENDITURES IN SUPPORT OF CANDIDATES TO FURTHER EDUCATION REFORM.

4d Other program services (Describe in Schedule O)

(Expenses \$ 743,579. including grants of \$ 0.) (Revenue \$ 0.)

4e Total program service expenses 11,450,780.

**Part IV Checklist of Required Schedules**

	Yes	No
1 Is the organization described in section 501(c)(3) or 4947(a)(1) (other than a private foundation)? If 'Yes,' complete Schedule A		X
2 Is the organization required to complete Schedule B, Schedule of Contributors (see instructions)?	X	
3 Did the organization engage in direct or indirect political campaign activities on behalf of or in opposition to candidates for public office? If 'Yes,' complete Schedule C, Part I	X	
4 <b>Section 501(c)(3) organizations</b> Did the organization engage in lobbying activities, or have a section 501(h) election in effect during the tax year? If 'Yes,' complete Schedule C, Part II		
5 Is the organization a section 501(c)(4), 501(c)(5), or 501(c)(6) organization that receives membership dues, assessments, or similar amounts as defined in Revenue Procedure 98-19? If 'Yes,' complete Schedule C, Part III	X	
6 Did the organization maintain any donor advised funds or any similar funds or accounts for which donors have the right to provide advice on the distribution or investment of amounts in such funds or accounts? If 'Yes,' complete Schedule D, Part I		X
7 Did the organization receive or hold a conservation easement, including easements to preserve open space, the environment, historic land areas or historic structures? If 'Yes,' complete Schedule D, Part II		X
8 Did the organization maintain collections of works of art, historical treasures, or other similar assets? If 'Yes,' complete Schedule D, Part III		X
9 Did the organization report an amount in Part X, line 21, serve as a custodian for amounts not listed in Part X, or provide credit counseling, debt management, credit repair, or debt negotiation services? If 'Yes,' complete Schedule D, Part IV		X
10 Did the organization, directly or through a related organization, hold assets in temporarily restricted endowments, permanent endowments, or quasi-endowments? If 'Yes,' complete Schedule D, Part V		X
11 If the organization's answer to any of the following questions is 'Yes', then complete Schedule D, Parts VI, VII, VIII, IX, or X as applicable		
a Did the organization report an amount for land, buildings and equipment in Part X, line 10? If 'Yes,' complete Schedule D, Part VI	X	
b Did the organization report an amount for investments— other securities in Part X, line 12 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VII		X
c Did the organization report an amount for investments— program related in Part X, line 13 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part VIII		X
d Did the organization report an amount for other assets in Part X, line 15 that is 5% or more of its total assets reported in Part X, line 16? If 'Yes,' complete Schedule D, Part IX	X	
e Did the organization report an amount for other liabilities in Part X, line 25? If 'Yes,' complete Schedule D, Part X	X	
f Did the organization's separate or consolidated financial statements for the tax year include a footnote that addresses the organization's liability for uncertain tax positions under FIN 48 (ASC 740)? If 'Yes,' complete Schedule D, Part X	X	
12a Did the organization obtain separate, independent audited financial statements for the tax year? If 'Yes,' complete Schedule D, Parts XI, XII, and XIII	X	
b Was the organization included in consolidated, independent audited financial statements for the tax year? If 'Yes,' and if the organization answered 'No' to line 12a, then completing Schedule D, Parts XI, XII, and XIII is optional	X	
13 Is the organization a school described in section 170(b)(1)(A)(ii)? If 'Yes,' complete Schedule E		X
14a Did the organization maintain an office, employees, or agents outside of the United States?		X
b Did the organization have aggregate revenues or expenses of more than \$10,000 from grantmaking, fundraising, business, investment, and program service activities outside the United States, or aggregate foreign investments valued at \$100,000 or more? If 'Yes,' complete Schedule F, Parts I and IV		X
15 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of grants or assistance to any organization or entity located outside the United States? If 'Yes,' complete Schedule F, Parts II and IV		X
16 Did the organization report on Part IX, column (A), line 3, more than \$5,000 of aggregate grants or assistance to individuals located outside the United States? If 'Yes,' complete Schedule F, Parts III and IV		X
17 Did the organization report a total of more than \$15,000 of expenses for professional fundraising services on Part IX, column (A), lines 6 and 11e? If 'Yes,' complete Schedule G, Part I (see instructions)	X	
18 Did the organization report more than \$15,000 total of fundraising event gross income and contributions on Part VIII, lines 1c and 8a? If 'Yes,' complete Schedule G, Part II		X
19 Did the organization report more than \$15,000 of gross income from gaming activities on Part VIII, line 9a? If 'Yes,' complete Schedule G, Part III		X
20 a Did the organization operate one or more hospital facilities? If 'Yes,' complete Schedule H		X
b If 'Yes' to line 20a, did the organization attach a copy of its audited financial statements to this return?		

**Part IV Checklist of Required Schedules (continued)**

	Yes	No
<b>21</b> Did the organization report more than \$5,000 of grants and other assistance to governments and organizations in the United States on Part IX, column (A), line 1? <i>If 'Yes,' complete Schedule I, Parts I and II</i>	X	
<b>22</b> Did the organization report more than \$5,000 of grants and other assistance to individuals in the United States on Part IX, column (A), line 2? <i>If 'Yes,' complete Schedule I, Parts I and III</i>		X
<b>23</b> Did the organization answer 'Yes' to Part VII, Section A, line 3, 4, or 5 about compensation of the organization's current and former officers, directors, trustees, key employees, and highest compensated employees? <i>If 'Yes,' complete Schedule J</i>	X	
<b>24a</b> Did the organization have a tax-exempt bond issue with an outstanding principal amount of more than \$100,000 as of the last day of the year, and that was issued after December 31, 2002? <i>If 'Yes,' answer lines 24b through 24d and complete Schedule K. If 'No,' go to line 25</i>		X
<b>24b</b> Did the organization invest any proceeds of tax-exempt bonds beyond a temporary period exception?		
<b>24c</b> Did the organization maintain an escrow account other than a refunding escrow at any time during the year to defease any tax-exempt bonds?		
<b>24d</b> Did the organization act as an 'on behalf of' issuer for bonds outstanding at any time during the year?		
<b>25a</b> <b>Section 501(c)(3) and 501(c)(4) organizations.</b> Did the organization engage in an excess benefit transaction with a disqualified person during the year? <i>If 'Yes,' complete Schedule L, Part I</i>		X
<b>25b</b> Is the organization aware that it engaged in an excess benefit transaction with a disqualified person in a prior year, and that the transaction has not been reported on any of the organization's prior Forms 990 or 990-EZ? <i>If 'Yes,' complete Schedule L, Part I</i>		X
<b>26</b> Was a loan to or by a current or former officer, director, trustee, key employee, highly compensated employee, or disqualified person outstanding as of the end of the organization's tax year? <i>If 'Yes,' complete Schedule L, Part II</i>		X
<b>27</b> Did the organization provide a grant or other assistance to an officer, director, trustee, key employee, substantial contributor or employee thereof, a grant selection committee member, or to a 35% controlled entity or family member of any of these persons? <i>If 'Yes,' complete Schedule L, Part III</i>		X
<b>28</b> Was the organization a party to a business transaction with one of the following parties (see Schedule L, Part IV instructions for applicable filing thresholds, conditions, and exceptions):		
<b>28a</b> A current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i>		X
<b>28b</b> A family member of a current or former officer, director, trustee, or key employee? <i>If 'Yes,' complete Schedule L, Part IV</i>		X
<b>28c</b> An entity of which a current or former officer, director, trustee, or key employee (or a family member thereof) was an officer, director, trustee, or direct or indirect owner? <i>If 'Yes,' complete Schedule L, Part IV</i>		X
<b>29</b> Did the organization receive more than \$25,000 in non-cash contributions? <i>If 'Yes,' complete Schedule M</i>	X	
<b>30</b> Did the organization receive contributions of art, historical treasures, or other similar assets, or qualified conservation contributions? <i>If 'Yes,' complete Schedule M</i>		X
<b>31</b> Did the organization liquidate, terminate, or dissolve and cease operations? <i>If 'Yes,' complete Schedule N, Part I</i>		X
<b>32</b> Did the organization sell, exchange, dispose of, or transfer more than 25% of its net assets? <i>If 'Yes,' complete Schedule N, Part II</i>		X
<b>33</b> Did the organization own 100% of an entity disregarded as separate from the organization under Regulations sections 301.7701-2 and 301.7701-3? <i>If 'Yes,' complete Schedule R, Part I</i>		X
<b>34</b> Was the organization related to any tax-exempt or taxable entity? <i>If 'Yes,' complete Schedule R, Parts II, III, IV, and V, line 1</i>	X	
<b>35a</b> Did the organization have a controlled entity within the meaning of section 512(b)(13)?	X	
<b>35b</b> Did the organization receive any payment from or engage in any transaction with a controlled entity within the meaning of section 512(b)(13)? <i>If 'Yes,' complete Schedule R, Part V, line 2</i>	X	
<b>36</b> <b>Section 501(c)(3) organizations.</b> Did the organization make any transfers to an exempt non-charitable related organization? <i>If 'Yes,' complete Schedule R, Part V, line 2</i>		
<b>37</b> Did the organization conduct more than 5% of its activities through an entity that is not a related organization and that is treated as a partnership for federal income tax purposes? <i>If 'Yes,' complete Schedule R, Part VI</i>		X
<b>38</b> Did the organization complete Schedule O and provide explanations in Schedule O for Part VI, lines 11 and 19? <b>Note.</b> All Form 990 filers are required to complete Schedule O	X	

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Form 990 (2011)

**Part V Statements Regarding Other IRS Filings and Tax Compliance**

Check if Schedule O contains a response to any question in this Part V

		Yes	No
<b>1 a</b>	Enter the number reported in Box 3 of Form 1096 Enter -0- if not applicable		
<b>1 b</b>	Enter the number of Forms W-2G included in line 1a Enter -0- if not applicable		
<b>1 c</b>	Did the organization comply with backup withholding rules for reportable payments to vendors and reportable gaming (gambling) winnings to prize winners?	X	
<b>2 a</b>	Enter the number of employees reported on Form W-3, Transmittal of Wage and Tax Statements, filed for the calendar year ending with or within the year covered by this return		
<b>2 b</b>	If at least one is reported on line 2a, did the organization file all required federal employment tax returns? <b>Note.</b> If the sum of lines 1a and 2a is greater than 250, you may be required to e-file (see instructions)	X	
<b>3 a</b>	Did the organization have unrelated business gross income of \$1,000 or more during the year?		X
<b>3 b</b>	If 'Yes' has it filed a Form 990-T for this year? If 'No,' provide an explanation in Schedule O		
<b>4 a</b>	At any time during the calendar year, did the organization have an interest in, or a signature or other authority over, a financial account in a foreign country (such as a bank account, securities account, or other financial account)?		X
<b>4 b</b>	If 'Yes,' enter the name of the foreign country <input type="text"/> See instructions for filing requirements for Form TD F 90-22.1, Report of Foreign Bank and Financial Accounts.		
<b>5 a</b>	Was the organization a party to a prohibited tax shelter transaction at any time during the tax year?		X
<b>5 b</b>	Did any taxable party notify the organization that it was or is a party to a prohibited tax shelter transaction?		X
<b>5 c</b>	If 'Yes,' to line 5a or 5b, did the organization file Form 8886-T?		
<b>6 a</b>	Does the organization have annual gross receipts that are normally greater than \$100,000, and did the organization solicit any contributions that were not tax deductible?	X	
<b>6 b</b>	If 'Yes,' did the organization include with every solicitation an express statement that such contributions or gifts were not tax deductible?	X	
<b>7</b>	<b>Organizations that may receive deductible contributions under section 170(c).</b>		
<b>7 a</b>	Did the organization receive a payment in excess of \$75 made partly as a contribution and partly for goods and services provided to the payor?		
<b>7 b</b>	If 'Yes,' did the organization notify the donor of the value of the goods or services provided?		
<b>7 c</b>	Did the organization sell, exchange, or otherwise dispose of tangible personal property for which it was required to file Form 8282?		
<b>7 d</b>	If 'Yes,' indicate the number of Forms 8282 filed during the year		
<b>7 e</b>	Did the organization receive any funds, directly or indirectly, to pay premiums on a personal benefit contract?		
<b>7 f</b>	Did the organization, during the year, pay premiums, directly or indirectly, on a personal benefit contract?		
<b>7 g</b>	If the organization received a contribution of qualified intellectual property, did the organization file Form 8899 as required?		
<b>7 h</b>	If the organization received a contribution of cars, boats, airplanes, or other vehicles, did the organization file a Form 1098-C?		
<b>8</b>	<b>Sponsoring organizations maintaining donor advised funds and section 509(a)(3) supporting organizations.</b> Did the supporting organization, or a donor advised fund maintained by a sponsoring organization, have excess business holdings at any time during the year?		
<b>9</b>	<b>Sponsoring organizations maintaining donor advised funds.</b>		
<b>9 a</b>	Did the organization make any taxable distributions under section 4966?		
<b>9 b</b>	Did the organization make a distribution to a donor, donor advisor, or related person?		
<b>10</b>	<b>Section 501(c)(7) organizations.</b> Enter		
<b>10 a</b>	Initiation fees and capital contributions included on Part VIII, line 12		
<b>10 b</b>	Gross receipts, included on Form 990, Part VIII, line 12, for public use of club facilities		
<b>11</b>	<b>Section 501(c)(12) organizations.</b> Enter:		
<b>11 a</b>	Gross income from members or shareholders		
<b>11 b</b>	Gross income from other sources (Do not net amounts due or paid to other sources against amounts due or received from them)		
<b>12 a</b>	<b>Section 4947(a)(1) non-exempt charitable trusts.</b> Is the organization filing Form 990 in lieu of Form 1041?		
<b>12 b</b>	If 'Yes,' enter the amount of tax-exempt interest received or accrued during the year		
<b>13</b>	<b>Section 501(c)(29) qualified nonprofit health insurance issuers.</b>		
<b>13 a</b>	Is the organization licensed to issue qualified health plans in more than one state? <b>Note.</b> See the instructions for additional information the organization must report on Schedule O.		
<b>13 b</b>	Enter the amount of reserves the organization is required to maintain by the states in which the organization is licensed to issue qualified health plans		
<b>13 c</b>	Enter the amount of reserves on hand		
<b>14 a</b>	Did the organization receive any payments for indoor tanning services during the tax year?		X
<b>14 b</b>	If 'Yes,' has it filed a Form 720 to report these payments? If 'No,' provide an explanation in Schedule O		

**Part VI Governance, Management and Disclosure** For each 'Yes' response to lines 2 through 7b below, and for a 'No' response to line 8a, 8b, or 10b below, describe the circumstances, processes, or changes in Schedule O. See instructions.

Check if Schedule O contains a response to any question in this Part VI

**Section A. Governing Body and Management**

		Yes	No
<b>1 a</b>	Enter the number of voting members of the governing body at the end of the tax year. If there are material differences in voting rights among members of the governing body, or if the governing body delegated broad authority to an executive committee or similar committee, explain in Schedule O	8	
<b>1 b</b>	Enter the number of voting members included in line 1a, above, who are independent	7	
<b>2</b>	Did any officer, director, trustee, or key employee have a family relationship or a business relationship with any other officer, director, trustee or key employee?	X	
<b>3</b>	Did the organization delegate control over management duties customarily performed by or under the direct supervision of officers, directors or trustees, or key employees to a management company or other person?		X
<b>4</b>	Did the organization make any significant changes to its governing documents since the prior Form 990 was filed?		X
<b>5</b>	Did the organization become aware during the year of a significant diversion of the organization's assets?		X
<b>6</b>	Did the organization have members or stockholders?		X
<b>7 a</b>	Did the organization have members, stockholders, or other persons who had the power to elect or appoint one or more members of the governing body?		X
<b>7 b</b>	Are any governance decisions of the organization reserved to (or subject to approval by) members, stockholders, or other persons other than the governing body?		X
<b>8</b>	Did the organization contemporaneously document the meetings held or written actions undertaken during the year by the following:		
<b>8 a</b>	The governing body?	X	
<b>8 b</b>	Each committee with authority to act on behalf of the governing body?	X	
<b>9</b>	Is there any officer, director or trustee, or key employee listed in Part VII, Section A, who cannot be reached at the organization's mailing address? If 'Yes,' provide the names and addresses in Schedule O		X

**Section B. Policies** (This Section B requests information about policies not required by the Internal Revenue Code.)

		Yes	No
<b>10 a</b>	Did the organization have local chapters, branches, or affiliates?		X
<b>10 b</b>	If 'Yes,' did the organization have written policies and procedures governing the activities of such chapters, affiliates, and branches to ensure their operations are consistent with the organization's exempt purposes?		
<b>11 a</b>	Has the organization provided a complete copy of this Form 990 to all members of its governing body before filing the form?	X	
<b>12 a</b>	Did the organization have a written conflict of interest policy? If 'No,' go to line 13	X	
<b>12 b</b>	Were officers, directors or trustees, and key employees required to disclose annually interests that could give rise to conflicts?		X
<b>12 c</b>	Did the organization regularly and consistently monitor and enforce compliance with the policy? If 'Yes,' describe in Schedule O how this is done	X	
<b>13</b>	Did the organization have a written whistleblower policy?		X
<b>14</b>	Did the organization have a written document retention and destruction policy?		X
<b>15</b>	Did the process for determining compensation of the following persons include a review and approval by independent persons, comparability data, and contemporaneous substantiation of the deliberation and decision?		
<b>15 a</b>	The organization's CEO, Executive Director, or top management official	X	
<b>15 b</b>	Other officers of key employees of the organization	X	
	If 'Yes' to line 15a or 15b, describe the process in Schedule O. (See instructions.)		
<b>16 a</b>	Did the organization invest in, contribute assets to, or participate in a joint venture or similar arrangement with a taxable entity during the year?		X
<b>16 b</b>	If 'Yes,' did the organization follow a written policy or procedure requiring the organization to evaluate its participation in joint venture arrangements under applicable federal tax law, and taken steps to safeguard the organization's exempt status with respect to such arrangements?		

**Section C. Disclosure**

- 17** List the states with which a copy of this Form 990 is required to be filed ▶ See Form 990, Page 6, Line 17 (continued) \_\_\_\_\_
- 18** Section 6104 requires an organization to make its Forms 1023 (or 1024 if applicable), 990, and 990-T (501(c)(3)s only) available for public inspection. Indicate how you make these available. Check all that apply.  
 Own website     Another's website     Upon request
- 19** Describe in Schedule O whether (and if so, how) the organization makes its governing documents, conflict of interest policy, and financial statements available to the public during the tax year.
- 20** State the name, physical address, and telephone number of the person who possesses the books and records of the organization:  
 ▶ REBECCA SIBILIA    825 K ST. 2ND FLR. SACRAMENTO CA 95814    (916) 287-9220

**Part VII Compensation of Officers, Directors, Trustees, Key Employees, Highest Compensated Employees, and Independent Contractors**

Check if Schedule O contains a response to any question in this Part VII

**Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**1 a** Complete this table for all persons required to be listed. Report compensation for the calendar year ending with or within the organization's tax year

- List all of the organization's **current** officers, directors, trustees (whether individuals or organizations), regardless of amount of compensation. Enter -0- in columns (D), (E), and (F) if no compensation was paid.
- List all of the organization's **current** key employees, if any. See instructions for definition of 'key employee'
- List the organization's five **current** highest compensated employees (other than an officer, director, trustee, or key employee) who received reportable compensation (Box 5 of Form W-2 and/or Box 7 of Form 1099-MISC) of more than \$100,000 from the organization and any related organizations
- List all of the organization's **former** officers, key employees, and highest compensated employees who received more than \$100,000 of reportable compensation from the organization and any related organizations
- List all of the organization's **former directors or trustees** that received, in the capacity as a former director or trustee of the organization, more than \$10,000 of reportable compensation from the organization and any related organizations

List persons in the following order: individual trustees or directors; institutional trustees; officers; key employees; highest compensated employees; and former such persons

Check this box if neither the organization nor any related organization compensated any current officer, director, or trustee

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Schedule O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(1) MICHELLE RHEE FOUNDER/CEO/DIRECTOR	13.00	X		X				94,723.	204,261.	7,079.
(2) DAVID COLEMAN DIRECTOR/TREASURER	1.00	X		X				0.	0.	0.
(3) ANN-MARGARET MICHAEL DIRECTOR/SECRETARY	1.00	X		X				0.	0.	0.
(4) CONNIE CHUNG DIRECTOR	1.00	X						0.	0.	0.
(5) BILL COSBY DIRECTOR	1.00	X						0.	0.	0.
(6) JENNIFER JOHNSON DIRECTOR	1.00	X						0.	0.	0.
(7) JOEL KLEIN DIRECTOR	1.00	X						0.	0.	0.
(8) ROLAND S. MARTIN DIRECTOR	1.00	X						0.	0.	0.
(9) JALEN ROSE DIRECTOR	1.00	X						0.	0.	0.
(10) BLAIR TAYLOR DIRECTOR	1.00	X						0.	0.	0.
(11) JASON ZIMBA DIRECTOR	1.00	X						0.	0.	0.
(12) DMITRI MEHLHORN CHIEF OPERATING OFFICER	15.00			X				86,109.	143,889.	21.
(13) ENOCH WOODHOUSE VP OF OPERATIONS	20.00			X				42,865.	42,865.	3,297.
(14) TALYA STEIN VP OF DEVELOPMENT	24.00			X				110,252.	76,948.	21.

**Part VII Section A. Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees (cont)**

(A) Name and title	(B) Average hours per week (describe hours for related organizations in Sch O)	(C) Position (do not check more than one box, unless person is both an officer and a director/trustee)						(D) Reportable compensation from the organization (W-2/1099-MISC)	(E) Reportable compensation from related organizations (W-2/1099-MISC)	(F) Estimated amount of other compensation from the organization and related organizations
		Individual trustee or director	Institutional trustee	Officer	Key employee	Highest compensated employee	Former			
(15) ERIC LERUM VP OF NATIONAL POLICY	18.00			X				51,421.	64,230.	4,915.
(16) MEYAPPAN SEVUGAN VP OF COMMUNICATIONS	10.00			X				27,135.	84,935.	3,823.
(17) TIMOTHY MELTON VP OF LEGISLATIVE AFFAIRS	29.00			X				39,703.	14,931.	5,195.
(18) XIMENA HARTSOCK DIRECTOR OF OUTREACH	10.00				X			37,992.	120,342.	4,915.
(19) KATHLEEN DELASKI SENIOR ADVISOR	12.00					X		48,656.	116,344.	1,906.
(20) KATHERINE GOTTFREDSON NATIONAL POLICY/LEGISLATION MANAGER	14.00					X		45,337.	82,619.	6,520.
(21) DANA PETERSON STATE DIRECTOR	11.00					X		32,459.	88,921.	4,915.
(22) MAFARA HOBSON MANAGER NATIONAL MARKETING	0.00					X		0.	120,577.	3,258.
(23) BRIDGET DAVIS STATE AND ISSUE MANAGER	28.00					X		78,453.	35,810.	4,915.
(24)										
(25)										
<b>1 b Sub-total</b>								695,105.	1,196,672.	50,780.
<b>c Total from continuation sheets to Part VII, Section A</b>										
<b>d Total (add lines 1b and 1c)</b>								695,105.	1,196,672.	50,780.

2 Total number of individuals (including but not limited to those listed above) who received more than \$100,000 of reportable compensation from the organization **1**

	Yes	No
3 Did the organization list any former officer, director or trustee, key employee, or highest compensated employee on line 1a? If 'Yes,' complete Schedule J for such individual		X
4 For any individual listed on line 1a, is the sum of reportable compensation and other compensation from the organization and related organizations greater than \$150,000? If 'Yes,' complete Schedule J for such individual	X	
5 Did any person listed on line 1a receive or accrue compensation from any unrelated organization or individual for services rendered to the organization? If 'Yes,' complete Schedule J for such person		X

**Section B. Independent Contractors**

1 Complete this table for your five highest compensated independent contractors that received more than \$100,000 of compensation from the organization. Report compensation for the calendar year ending with or within the organization's tax year

(A) Name and business address	(B) Description of services	(C) Compensation
SKDKNICKERBOCKER LLC 1818 N ST. NW, STE. 450 WASHINGTON DC 20036	CONSULTING SERVICES	2,058,049.
BLUE STATE DIGITAL 406 7TH ST. NW, 3RD FLR. WASHINGTON DC 20004	WEB SERVICES	943,174.
CHANGE.ORG 709 DOUGLAS ST. SAN FRANCISCO CA 94114	MEMBERSHIP SERVICES	638,139.
TUSK STRATEGIES 450 PARK AVE. SOUTH, 5TH FLR. NEW YORK NY 10016	CONSULTING SERVICES	302,733.
CARE2.COM 275 SHORELINE DR. #300 REDWOOD CITY CA 94065	MEMBERSHIP SERVICES	245,000.

2 Total number of independent contractors (including but not limited to those listed above) who received more than \$100,000 in compensation from the organization **8**



**Part VIII Statement of Revenue**

		(A) Total revenue	(B) Related or exempt function revenue	(C) Unrelated business revenue	(D) Revenue excluded from tax under sections 512, 513, or 514	
<b>CONTRIBUTIONS, GIFTS, GRANTS AND OTHER SIMILAR AMOUNTS</b>	<b>1 a</b> Federated campaigns	<b>1 a</b>				
	<b>b</b> Membership dues	<b>1 b</b>				
	<b>c</b> Fundraising events	<b>1 c</b>				
	<b>d</b> Related organizations	<b>1 d</b>				
	<b>e</b> Government grants (contributions)	<b>1 e</b>				
	<b>f</b> All other contributions, gifts, grants, and similar amounts not included above	<b>1 f</b> 15,582,352.				
	<b>g</b> Noncash contributions included in Ins 1a-1f.	\$ 2,403,789.				
<b>h Total.</b> Add lines 1a-1f		▶ 15,582,352.				
<b>PROGRAM SERVICE REVENUE</b>	<b>Business Code</b>					
	<b>2 a</b> -----					
	<b>b</b> -----					
	<b>c</b> -----					
	<b>d</b> -----					
	<b>e</b> -----					
	<b>f</b> All other program service revenue					
<b>g Total.</b> Add lines 2a-2f		▶				
<b>OTHER REVENUE</b>	<b>3</b> Investment income (including dividends, interest and other similar amounts)	▶	539.	0.	0.	539.
	<b>4</b> Income from investment of tax-exempt bond proceeds	▶				
	<b>5</b> Royalties	▶				
	<b>6 a</b> Gross rents	(i) Real				
		(ii) Personal				
			7,849.			
	<b>b</b> Less rental expenses		0.			
	<b>c</b> Rental income or (loss)		7,849.			
	<b>d</b> Net rental income or (loss)	▶	7,849.	0.	0.	7,849.
	<b>7 a</b> Gross amount from sales of assets other than inventory	(i) Securities				
		(ii) Other				
			2,864,324.			
	<b>b</b> Less. cost or other basis and sales expenses		3,001,100.			
	<b>c</b> Gain or (loss)		-136,776.			
	<b>d</b> Net gain or (loss)	▶	-136,776.	0.	0.	-136,776.
<b>8 a</b> Gross income from fundraising events (not including \$ _____ of contributions reported on line 1c). See Part IV, line 18	<b>a</b>					
<b>b</b> Less: direct expenses	<b>b</b>					
<b>c</b> Net income or (loss) from fundraising events	▶					
<b>9 a</b> Gross income from gaming activities. See Part IV, line 19	<b>a</b>					
<b>b</b> Less direct expenses	<b>b</b>					
<b>c</b> Net income or (loss) from gaming activities	▶					
<b>10 a</b> Gross sales of inventory, less returns and allowances	<b>a</b>					
<b>b</b> Less cost of goods sold	<b>b</b>					
<b>c</b> Net income or (loss) from sales of inventory	▶					
<b>Miscellaneous Revenue</b>		<b>Business Code</b>				
<b>11 a</b> MISCELLANEOUS	900099	3,890.	3,890.	0.	0.	
<b>b</b> -----						
<b>c</b> -----						
<b>d</b> All other revenue						
<b>e Total.</b> Add lines 11a-11d	▶	3,890.				
<b>12 Total revenue.</b> See instructions		▶	15,457,854.	3,890.	0.	-128,388.

**Part IX Statement of Functional Expenses**

Section 501(c)(3) and 501(c)(4) organizations must complete all columns  
 All other organizations must complete column (A) but are not required to complete columns (B), (C), and (D)

Check if Schedule O contains a response to any question in this Part IX

<i>Do not include amounts reported on lines 6b, 7b, 8b, 9b, and 10b of Part VIII.</i>	(A) Total expenses	(B) Program service expenses	(C) Management and general expenses	(D) Fundraising expenses
1 Grants and other assistance to governments and organizations in the United States See Part IV, line 21	3,526,800.	3,526,800.		
2 Grants and other assistance to individuals in the United States See Part IV, line 22				
3 Grants and other assistance to governments, organizations, and individuals outside the United States See Part IV, lines 15 and 16				
4 Benefits paid to or for members				
5 Compensation of current officers, directors, trustees, and key employees	489,906.	172,310.	218,136.	99,460.
6 Compensation not included above, to disqualified persons (as defined under section 4958(f)(1)) and persons described in section 4958(c)(3)(B)				
7 Other salaries and wages	1,696,980.	995,703.	537,638.	163,639.
8 Pension plan accruals and contributions (include section 401(k) and section 403(b) employer contributions)				
9 Other employee benefits	120,029.	62,002.	43,828.	14,199.
10 Payroll taxes	166,646.	89,151.	57,335.	20,160.
11 Fees for services (non-employees).				
a Management				
b Legal	191,557.	42,489.	149,068.	0.
c Accounting	90,316.	0.	90,316.	0.
d Lobbying	346,073.	346,073.	0.	0.
e Professional fundraising services. See Part IV, line 17	40,000.			40,000.
f Investment management fees				
g Other	4,010,721.	3,932,558.	76,901.	1,262.
12 Advertising and promotion	1,523,269.	1,523,269.	0.	0.
13 Office expenses	404,552.	297,981.	93,387.	13,184.
14 Information technology	101,299.	52,595.	27,162.	21,542.
15 Royalties				
16 Occupancy	125,512.	69,693.	42,666.	13,153.
17 Travel	416,999.	278,616.	112,216.	26,167.
18 Payments of travel or entertainment expenses for any federal, state, or local public officials				
19 Conferences, conventions, and meetings	32,403.	24,254.	8,087.	62.
20 Interest	216.	0.	216.	0.
21 Payments to affiliates				
22 Depreciation, depletion, and amortization	40,858.	26,992.	11,018.	2,848.
23 Insurance	17,980.	5,140.	11,870.	970.
24 Other expenses. Itemize expenses not covered above (List miscellaneous expenses in line 24e. If line 24e amount exceeds 10% of line 25, column (A) amount, list line 24e expenses on Schedule O.)				
a REGISTRATION & LICENSE FEES	13,346.	1,082.	12,264.	0.
b SUBSCRIPTIONS & DUES	6,456.	704.	5,752.	0.
c GIFTS AND AWARDS	808.	421.	358.	29.
d WRITE OFF OF RECEIVABLE	669.	0.	669.	0.
e All other expenses	6,030.	2,947.	3,077.	6.
25 Total functional expenses. Add lines 1 through 24e	13,369,425.	11,450,780.	1,501,964.	416,681.
26 Joint costs. Complete this line only if the organization reported in column (B) joint costs from a combined educational campaign and fundraising solicitation Check here <input type="checkbox"/> if following SOP 98-2 (ASC 958-720)				

**Part X Balance Sheet**

		(A) Beginning of year		(B) End of year
ASSETS	1 Cash – non-interest-bearing	668,626.	1	317,381.
	2 Savings and temporary cash investments		2	
	3 Pledges and grants receivable, net	0.	3	1,076,000.
	4 Accounts receivable, net	1,130.	4	31,425.
	5 Receivables from current and former officers, directors, trustees, key employees, and highest compensated employees. Complete Part II of Schedule L		5	
	6 Receivables from other disqualified persons (as defined under section 4958(f)(1)), persons described in section 4958(c)(3)(B), and contributing employers and sponsoring organizations of section 501(c)(9) voluntary employees' beneficiary organizations (see instructions)		6	
	7 Notes and loans receivable, net		7	
	8 Inventories for sale or use		8	
	9 Prepaid expenses and deferred charges	0.	9	57,243.
	10a Land, buildings, and equipment: cost or other basis Complete Part VI of Schedule D	10a 487,793.		
	b Less: accumulated depreciation	10b 40,858.	29,943.	10c 446,935.
	11 Investments – publicly traded securities	619,850.	11	0.
	12 Investments – other securities See Part IV, line 11		12	
	13 Investments – program-related. See Part IV, line 11		13	
	14 Intangible assets		14	
	15 Other assets. See Part IV, line 11	558,417.	15	2,371,864.
16 <b>Total assets.</b> Add lines 1 through 15 (must equal line 34)	1,877,966.	16	4,300,848.	
LIABILITIES	17 Accounts payable and accrued expenses	957,210.	17	1,204,291.
	18 Grants payable		18	
	19 Deferred revenue		19	
	20 Tax-exempt bond liabilities		20	
	21 Escrow or custodial account liability Complete Part IV of Schedule D		21	
	22 Payables to current and former officers, directors, trustees, key employees, highest compensated employees, and disqualified persons Complete Part II of Schedule L		22	
	23 Secured mortgages and notes payable to unrelated third parties		23	
	24 Unsecured notes and loans payable to unrelated third parties		24	
	25 Other liabilities (including federal income tax, payables to related third parties, and other liabilities not included on lines 17-24). Complete Part X of Schedule D	0.	25	87,372.
	26 <b>Total liabilities.</b> Add lines 17 through 25	957,210.	26	1,291,663.
NET ASSETS OR FUND BALANCES	<b>Organizations that follow SFAS 117, check here <input checked="" type="checkbox"/> and complete lines 27 through 29 and lines 33 and 34.</b>			
	27 Unrestricted net assets	920,756.	27	1,933,185.
	28 Temporarily restricted net assets	0.	28	1,076,000.
	29 Permanently restricted net assets		29	
	<b>Organizations that do not follow SFAS 117, check here <input type="checkbox"/> and complete lines 30 through 34.</b>			
	30 Capital stock or trust principal, or current funds		30	
	31 Paid-in or capital surplus, or land, building, or equipment fund		31	
	32 Retained earnings, endowment, accumulated income, or other funds		32	
	33 Total net assets or fund balances	920,756.	33	3,009,185.
34 Total liabilities and net assets/fund balances	1,877,966.	34	4,300,848.	

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Form 990 (2011)

**Part XI Reconciliation of Net Assets**

Check if Schedule O contains a response to any question in this Part XI

<b>1</b>	Total revenue (must equal Part VIII, column (A), line 12)	<b>1</b>	15,457,854.
<b>2</b>	Total expenses (must equal Part IX, column (A), line 25)	<b>2</b>	13,369,425.
<b>3</b>	Revenue less expenses Subtract line 2 from line 1	<b>3</b>	2,088,429.
<b>4</b>	Net assets or fund balances at beginning of year (must equal Part X, line 33, column (A))	<b>4</b>	920,756.
<b>5</b>	Other changes in net assets or fund balances (explain in Schedule O)	<b>5</b>	
<b>6</b>	Net assets or fund balances at end of year Combine lines 3, 4, and 5 (must equal Part X, line 33, column (B))	<b>6</b>	3,009,185.

**Part XII Financial Statements and Reporting**

Check if Schedule O contains a response to any question in this Part XII

- 1** Accounting method used to prepare the Form 990  Cash  Accrual  Other \_\_\_\_\_  
 If the organization changed its method of accounting from a prior year or checked 'Other,' explain in Schedule O
- 2a** Were the organization's financial statements compiled or reviewed by an independent accountant?  
**b** Were the organization's financial statements audited by an independent accountant?  
**c** If 'Yes' to line 2a or 2b, does the organization have a committee that assumes responsibility for oversight of the audit, review, or compilation of its financial statements and selection of an independent accountant?  
 If the organization changed either its oversight process or selection process during the tax year, explain in Schedule O.  
**d** If 'Yes' to line 2a or 2b, check a box below to indicate whether the financial statements for the year were issued on a separate basis, consolidated basis, or both  
 Separate basis  Consolidated basis  Both consolidated and separate basis
- 3a** As a result of a federal award, was the organization required to undergo an audit or audits as set forth in the Single Audit Act and OMB Circular A-133?  
**b** If 'Yes,' did the organization undergo the required audit or audits? If the organization did not undergo the required audit or audits, explain why in Schedule O and describe any steps taken to undergo such audits

	Yes	No
<b>2a</b>		X
<b>2b</b>	X	
<b>2c</b>	X	
<b>3a</b>		X
<b>3b</b>		

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Form 990 (2011)

**SCHEDULE C**  
**(Form 990 or 990-EZ)**

**Political Campaign and Lobbying Activities**  
**For Organizations Exempt From Income Tax Under section 501(c) and section 527**

OMB No 1545-0047

**2011**

Department of the Treasury  
Internal Revenue Service

▶ **Complete if the organization is described below.**  
▶ **Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.**

**Open to Public Inspection**

**If the organization answered 'Yes,' to Form 990, Part IV, line 3, or Form 990-EZ, Part V, line 46 (Political Campaign Activities), then**

- Section 501(c)(3) organizations: Complete Parts I-A and B Do not complete Part I-C
- Section 501(c) (other than section 501(c)(3)) organizations Complete Parts I-A and C below Do not complete Part I-B
- Section 527 organizations: Complete Part I-A only

**If the organization answered 'Yes,' to Form 990, Part IV, line 4, or Form 990-EZ, Part VI, line 47 (Lobbying Activities), then**

- Section 501(c)(3) organizations that have filed Form 5768 (election under section 501(h)) Complete Part II-A. Do not complete Part II-B
- Section 501(c)(3) organizations that have NOT filed Form 5768 (election under section 501(h)): Complete Part II-B Do not complete Part II-A

**If the organization answered 'Yes,' to Form 990, Part IV, line 5 (Proxy Tax) or Form 990-EZ, Part V, line 35a (Proxy Tax), then**

- Section 501(c)(4), (5), or (6) organizations Complete Part III.

Name of organization <b>STUDENTSFIRST</b>	Employer identification number <b>27-3659685</b>
--	---

**Part I-A Complete if the organization is exempt under section 501(c) or is a section 527 organization.**

- 1 Provide a description of the organization's direct and indirect political campaign activities in Part IV
- 2 Political expenditures ▶ \$ 3,650,048.
- 3 Volunteer hours 0

**Part I-B Complete if the organization is exempt under section 501(c)(3).**

- 1 Enter the amount of any excise tax incurred by the organization under section 4955 ▶ \$ \_\_\_\_\_
- 2 Enter the amount of any excise tax incurred by organization managers under section 4955 ▶ \$ \_\_\_\_\_
- 3 If the organization incurred a section 4955 tax, did it file Form 4720 for this year?  Yes  No
- 4a Was a correction made?  Yes  No
- b If 'Yes,' describe in Part IV

**Part I-C Complete if the organization is exempt under section 501(c), except section 501(c)(3).**

- 1 Enter the amount directly expended by the filing organization for section 527 exempt function activities ▶ \$ 1,004,248.
- 2 Enter the amount of the filing organization's funds contributed to other organizations for section 527 exempt function activities ▶ \$ 2,645,800.
- 3 Total exempt function expenditures. Add lines 1 and 2. Enter here and on Form 1120-POL, line 17b ▶ \$ 3,650,048.
- 4 Did the filing organization file **Form 1120-POL** for this year?  Yes  No
- 5 Enter the names, addresses and employer identification number (EIN) of all section 527 political organizations to which the filing organization made payments For each organization listed, enter the amount paid from the filing organization's funds Also enter the amount of political contributions received that were promptly and directly delivered to a separate political organization, such as a separate segregated fund or a political action committee (PAC). If additional space is needed, provide information in Part IV.

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization If none, enter -0-
(1) SEE ATTACHMENT 1	-----			
(2)	-----			
(3)	-----			
(4)	-----			
(5)	-----			
(6)	-----			

**BAA** For Paperwork Reduction Act Notice, see the Instructions for Form 990 or 990-EZ.

Schedule C (Form 990 or 990-EZ) 2011

**Part II-A Complete if the organization is exempt under section 501(c)(3) and filed Form 5768 (election under section 501(h)).**

**A** Check  if the filing organization belongs to an affiliated group (and list in Part IV each affiliated group member's name, address, EIN, expenses, and share of excess lobbying expenditures).

**B** Check  if the filing organization checked box A and 'limited control' provisions apply

<b>Limits on Lobbying Expenditures (The term 'expenditures' means amounts paid or incurred.)</b>	<b>(a) Filing organization's totals</b>	<b>(b) Affiliated group totals</b>												
<b>1 a</b> Total lobbying expenditures to influence public opinion (grass roots lobbying)														
<b>b</b> Total lobbying expenditures to influence a legislative body (direct lobbying)														
<b>c</b> Total lobbying expenditures (add lines 1a and 1b)														
<b>d</b> Other exempt purpose expenditures														
<b>e</b> Total exempt purpose expenditures (add lines 1c and 1d)														
<b>f</b> Lobbying nontaxable amount Enter the amount from the following table in both columns														
<table border="1" style="width: 100%;"> <thead> <tr> <th style="text-align: left;">If the amount on line 1e, column (a) or (b) is:</th> <th style="text-align: left;">The lobbying nontaxable amount is</th> </tr> </thead> <tbody> <tr> <td>Not over \$500,000</td> <td>20% of the amount on line 1e.</td> </tr> <tr> <td>Over \$500,000 but not over \$1,000,000</td> <td>\$100,000 plus 15% of the excess over \$500,000</td> </tr> <tr> <td>Over \$1,000,000 but not over \$1,500,000</td> <td>\$175,000 plus 10% of the excess over \$1,000,000.</td> </tr> <tr> <td>Over \$1,500,000 but not over \$17,000,000</td> <td>\$225,000 plus 5% of the excess over \$1,500,000.</td> </tr> <tr> <td>Over \$17,000,000</td> <td>\$1,000,000.</td> </tr> </tbody> </table>	If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is	Not over \$500,000	20% of the amount on line 1e.	Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000	Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.	Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.	Over \$17,000,000	\$1,000,000.		
If the amount on line 1e, column (a) or (b) is:	The lobbying nontaxable amount is													
Not over \$500,000	20% of the amount on line 1e.													
Over \$500,000 but not over \$1,000,000	\$100,000 plus 15% of the excess over \$500,000													
Over \$1,000,000 but not over \$1,500,000	\$175,000 plus 10% of the excess over \$1,000,000.													
Over \$1,500,000 but not over \$17,000,000	\$225,000 plus 5% of the excess over \$1,500,000.													
Over \$17,000,000	\$1,000,000.													
<b>g</b> Grassroots nontaxable amount (enter 25% of line 1f)														
<b>h</b> Subtract line 1g from line 1a. If zero or less, enter -0-														
<b>i</b> Subtract line 1f from line 1c. If zero or less, enter -0-														
<b>j</b> If there is an amount other than zero on either line 1h or line 1i, did the organization file Form 4720 reporting section 4911 tax for this year?		<input type="checkbox"/> Yes <input type="checkbox"/> No												

**4-Year Averaging Period Under Section 501(h)**  
(Some organizations that made a section 501(h) election do not have to complete all of the five columns below. See the instructions for lines 2a through 2f.)

<b>Lobbying Expenditures During 4-Year Averaging Period</b>					
Calendar year (or fiscal year beginning in)	<b>(a) 2008</b>	<b>(b) 2009</b>	<b>(c) 2010</b>	<b>(d) 2011</b>	<b>(e) Total</b>
<b>2 a</b> Lobbying non-taxable amount					
<b>b</b> Lobbying ceiling amount (150% of line 2a, column (e))					
<b>c</b> Total lobbying expenditures					
<b>d</b> Grassroots nontaxable amount					
<b>e</b> Grassroots ceiling amount (150% of line 2d, column (e))					
<b>f</b> Grassroots lobbying expenditures					

**BAA**

**Part II-B Complete if the organization is exempt under section 501(c)(3) and has NOT filed Form 5768 (election under section 501(h)).**

For each 'Yes' response to lines 1a through 1i below, provide in Part IV a detailed description of the lobbying activity

	(a)		(b)
	Yes	No	Amount
<b>1</b> During the year, did the filing organization attempt to influence foreign, national, state or local legislation, including any attempt to influence public opinion on a legislative matter or referendum, through the use of:			
<b>a</b> Volunteers?			
<b>b</b> Paid staff or management (include compensation in expenses reported on lines 1c through 1i)?			
<b>c</b> Media advertisements?			
<b>d</b> Mailings to members, legislators, or the public?			
<b>e</b> Publications, or published or broadcast statements?			
<b>f</b> Grants to other organizations for lobbying purposes?			
<b>g</b> Direct contact with legislators, their staffs, government officials, or a legislative body?			
<b>h</b> Rallies, demonstrations, seminars, conventions, speeches, lectures, or any similar means?			
<b>i</b> Other activities?			
<b>j</b> Total Add lines 1c through 1i			
<b>2a</b> Did the activities in line 1 cause the organization to be not described in section 501(c)(3)?			
<b>b</b> If 'Yes,' enter the amount of any tax incurred under section 4912			
<b>c</b> If 'Yes,' enter the amount of any tax incurred by organization managers under section 4912			
<b>d</b> If the filing organization incurred a section 4912 tax, did it file Form 4720 for this year?			

**Part III-A Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6).**

	Yes	No
<b>1</b> Were substantially all (90% or more) dues received nondeductible by members?	X	
<b>2</b> Did the organization make only in-house lobbying expenditures of \$2,000 or less?		X
<b>3</b> Did the organization agree to carry over lobbying and political expenditures from the prior year?		X

**Part III-B Complete if the organization is exempt under section 501(c)(4), section 501(c)(5), or section 501(c)(6) and if either (a) BOTH Part III-A, lines 1 and 2, are answered 'No' OR (b) Part III-A, line 3, is answered 'Yes.'**

<b>1</b> Dues, assessments and similar amounts from members	<b>1</b>	
<b>2</b> Section 162(e) nondeductible lobbying and political expenditures (do not include amounts of political expenses for which the section 527(f) tax was paid).		
<b>a</b> Current year	<b>2a</b>	
<b>b</b> Carryover from last year	<b>2b</b>	
<b>c</b> Total	<b>2c</b>	
<b>3</b> Aggregate amount reported in section 6033(e)(1)(A) notices of nondeductible section 162(e) dues	<b>3</b>	
<b>4</b> If notices were sent and the amount on line 2c exceeds the amount on line 3, what portion of the excess does the organization agree to carryover to the reasonable estimate of nondeductible lobbying and political expenditure next year?	<b>4</b>	
<b>5</b> Taxable amount of lobbying and political expenditures (see instructions)	<b>5</b>	

**Part IV Supplemental Information**

Complete this part to provide the descriptions required for Part I-A, line 1, Part I-B, line 4, Part I-C, line 5; Part II-A; and Part II-B, line 1. Also, complete this part for any additional information

Pt I-A Line 1 STUDENTSFIRST SUPPORTED CANDIDATES THROUGH DIRECT CONTRIBUTIONS AND ENGAGED IN INDEPENDENT EXPENDITURES.





**SCHEDULE D  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

**Supplemental Financial Statements**

▶ Complete if the organization answered 'Yes,' to Form 990, Part IV, lines 6, 7, 8, 9, 10, 11a, 11b, 11c, 11d, 11e, 11f, 12a, or 12b.  
▶ Attach to Form 990. ▶ See separate instructions.

OMB No 1545-0047

**2011**

**Open to Public Inspection**

Employer identification number

STUDENTSFIRST

27-3659685

**Part I Organizations Maintaining Donor Advised Funds or Other Similar Funds or Accounts.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 6.

	(a) Donor advised funds	(b) Funds and other accounts
1 Total number at end of year		
2 Aggregate contributions to (during year)		
3 Aggregate grants from (during year)		
4 Aggregate value at end of year		
5 Did the organization inform all donors and donor advisors in writing that the assets held in donor advised funds are the organization's property, subject to the organization's exclusive legal control?		<input type="checkbox"/> Yes <input type="checkbox"/> No
6 Did the organization inform all grantees, donors, and donor advisors in writing that grant funds can be used only for charitable purposes and not for the benefit of the donor or donor advisor, or for any other purpose conferring impermissible private benefit?		<input type="checkbox"/> Yes <input type="checkbox"/> No

**Part II Conservation Easements.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 7.

1 Purpose(s) of conservation easements held by the organization (check all that apply)

Preservation of land for public use (e.g., recreation or education)  Preservation of an historically important land area

Protection of natural habitat  Preservation of a certified historic structure

Preservation of open space

2 Complete lines 2a through 2d if the organization held a qualified conservation contribution in the form of a conservation easement on the last day of the tax year

	Held at the End of the Tax Year
a Total number of conservation easements	2a
b Total acreage restricted by conservation easements	2b
c Number of conservation easements on a certified historic structure included in (a)	2c
d Number of conservation easements included in (c) acquired after 8/17/06, and not on a historic structure listed in the National Register	2d

3 Number of conservation easements modified, transferred, released, extinguished, or terminated by the organization during the tax year ▶ \_\_\_\_\_

4 Number of states where property subject to conservation easement is located ▶ \_\_\_\_\_

5 Does the organization have a written policy regarding the periodic monitoring, inspection, handling of violations, and enforcement of the conservation easements it holds?  Yes  No

6 Staff and volunteer hours devoted to monitoring, inspecting, and enforcing conservation easements during the year ▶ \_\_\_\_\_

7 Amount of expenses incurred in monitoring, inspecting, and enforcing conservation easements during the year ▶ \$ \_\_\_\_\_

8 Does each conservation easement reported on line 2(d) above satisfy the requirements of section 170(h)(4)(B)(i) and section 170(h)(4)(B)(ii)?  Yes  No

9 In Part XIV, describe how the organization reports conservation easements in its revenue and expense statement, and balance sheet, and include, if applicable, the text of the footnote to the organization's financial statements that describes the organization's accounting for conservation easements.

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets.**

Complete if the organization answered 'Yes' to Form 990, Part IV, line 8.

1 a If the organization elected, as permitted under SFAS 116 (ASC 958), not to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide, in Part XIV, the text of the footnote to its financial statements that describes these items

b If the organization elected, as permitted under SFAS 116 (ASC 958), to report in its revenue statement and balance sheet works of art, historical treasures, or other similar assets held for public exhibition, education, or research in furtherance of public service, provide the following amounts relating to these items

(i) Revenues included in Form 990, Part VIII, line 1 ▶ \$ \_\_\_\_\_

(ii) Assets included in Form 990, Part X ▶ \$ \_\_\_\_\_

2 If the organization received or held works of art, historical treasures, or other similar assets for financial gain, provide the following amounts required to be reported under SFAS 116 (ASC 958) relating to these items

a Revenues included in Form 990, Part VIII, line 1 ▶ \$ \_\_\_\_\_

b Assets included in Form 990, Part X ▶ \$ \_\_\_\_\_

**Part III Organizations Maintaining Collections of Art, Historical Treasures, or Other Similar Assets (continued)**

3 Using the organization's acquisition, accession, and other records, check any of the following that are a significant use of its collection items (check all that apply)

- a  Public exhibition
- b  Scholarly research
- c  Preservation for future generations
- d  Loan or exchange programs
- e  Other \_\_\_\_\_

4 Provide a description of the organization's collections and explain how they further the organization's exempt purpose in Part XIV.

5 During the year, did the organization solicit or receive donations of art, historical treasures, or other similar assets to be sold to raise funds rather than to be maintained as part of the organization's collection?  Yes  No

**Part IV Escrow and Custodial Arrangements.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 9, or reported an amount on Form 990, Part X, line 21.

1a Is the organization an agent, trustee, custodian, or other intermediary for contributions or other assets not included on Form 990, Part X?  Yes  No

b If 'Yes,' explain the arrangement in Part XIV and complete the following table

	Amount
1c	
1d	
1e	
1f	

- c Beginning balance
- d Additions during the year
- e Distributions during the year
- f Ending balance

2a Did the organization include an amount on Form 990, Part X, line 21?  Yes  No

b If 'Yes,' explain the arrangement in Part XIV

**Part V Endowment Funds.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 10.

	(a) Current year	(b) Prior year	(c) Two years back	(d) Three years back	(e) Four years back
1a Beginning of year balance					
b Contributions					
c Net investment earnings, gains, and losses					
d Grants or scholarships					
e Other expenditures for facilities and programs					
f Administrative expenses					
g End of year balance					

2 Provide the estimated percentage of the current year end balance (line 1g, column (a)) held as

- a Board designated or quasi-endowment ▶ \_\_\_\_\_ %
  - b Permanent endowment ▶ \_\_\_\_\_ %
  - c Temporarily restricted endowment ▶ \_\_\_\_\_ %
- The percentages in lines 2a, 2b, and 2c should equal 100%.

3a Are there endowment funds not in the possession of the organization that are held and administered for the organization by

	Yes	No
3a(i) unrelated organizations		
3a(ii) related organizations		
3b		

- (i) unrelated organizations
- (ii) related organizations

b If 'Yes' to 3a(ii), are the related organizations listed as required on Schedule R?

4 Describe in Part XIV the intended uses of the organization's endowment funds

**Part VI Land, Buildings, and Equipment.** See Form 990, Part X, line 10.

Description of property	(a) Cost or other basis (investment)	(b) Cost or other basis (other)	(c) Accumulated depreciation	(d) Book value
1a Land				
b Buildings				
c Leasehold improvements				
d Equipment		279,320.	24,270.	255,050.
e Other		208,473.	16,588.	191,885.
<b>Total.</b> Add lines 1a through 1e. (Column (d) must equal Form 990, Part X, column (B), line 10(c))				446,935.

BAA

**Part VII Investments – Other Securities.** See Form 990, Part X, line 12.

(a) Description of security or category (including name of security)	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1) Financial derivatives		
(2) Closely-held equity interests		
(3) Other		
(A) -----		
(B) -----		
(C) -----		
(D) -----		
(E) -----		
(F) -----		
(G) -----		
(H) -----		
(I) -----		
<b>Total.</b> (Column (b) must equal Form 990 Part X, column (B) line 12.)		

**Part VIII Investments – Program Related.** See Form 990, Part X, line 13.

(a) Description of investment type	(b) Book value	(c) Method of valuation: Cost or end-of-year market value
(1)		
(2)		
(3)		
(4)		
(5)		
(6)		
(7)		
(8)		
(9)		
(10)		
<b>Total.</b> (Column (b) must equal Form 990, Part X, column (B) line 13.)		

**Part IX Other Assets.** See Form 990, Part X, line 15.

(a) Description	(b) Book value
(1) DUE FROM STUDENTSFIRST INSTITUTE	1,324,502.
(2) SECURITY DEPOSIT	47,362.
(3) CERTIFICATE OF DEPOSIT - RESTRICTED CASH	1,000,000.
(4)	
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, column (B), line 15.)	2,371,864.

**Part X Other Liabilities.** See Form 990, Part X, line 25.

(a) Description of liability	(b) Book value
(1) Federal income taxes	
(2) DUE TO GREAT NEW ENGLAND PUBLIC SCHOOLS ALLIANCE	2,241.
(3) CAPITALIZED LEASE	18,553.
(4) DEFERRED RENT	66,578.
(5)	
(6)	
(7)	
(8)	
(9)	
(10)	
(11)	
<b>Total.</b> (Column (b) must equal Form 990, Part X, column (B) line 25.)	87,372.

2 FIN 48 (ASC 740) Footnote In Part XIV, provide the text of the footnote to the organization's financial statements that reports the organization's liability for uncertain tax positions under FIN 48 (ASC 740).

**Part XI Reconciliation of Change in Net Assets from Form 990 to Audited Financial Statements**

1	Total revenue (Form 990, Part VIII, column (A), line 12)		15,457,854.
2	Total expenses (Form 990, Part IX, column (A), line 25)		13,369,425.
3	Excess or (deficit) for the year. Subtract line 2 from line 1		2,088,429.
4	Net unrealized gains (losses) on investments		
5	Donated services and use of facilities		
6	Investment expenses		
7	Prior period adjustments		
8	Other (Describe in Part XIV )		
9	Total adjustments (net) Add lines 4 through 8		
10	Excess or (deficit) for the year per audited financial statements Combine lines 3 and 9		2,088,429.

**Part XII Reconciliation of Revenue per Audited Financial Statements With Revenue per Return**

1	Total revenue, gains, and other support per audited financial statements		1	17,444,453.
2	Amounts included on line 1 but not on Form 990, Part VIII, line 12			
	a Net unrealized gains on investments	2a		
	b Donated services and use of facilities	2b	1,986,599.	
	c Recoveries of prior year grants	2c		
	d Other (Describe in Part XIV )	2d		
	e Add lines 2a through 2d		2e	1,986,599.
3	Subtract line 2e from line 1		3	15,457,854.
4	Amounts included on Form 990, Part VIII, line 12, but not on line 1:			
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a		
	b Other (Describe in Part XIV )	4b		
	c Add lines 4a and 4b		4c	
5	Total revenue Add lines 3 and 4c. (This must equal Form 990, Part I, line 12 )		5	15,457,854.

**Part XIII Reconciliation of Expenses per Audited Financial Statements With Expenses per Return**

1	Total expenses and losses per audited financial statements		1	15,356,024.
2	Amounts included on line 1 but not on Form 990, Part IX, line 25			
	a Donated services and use of facilities	2a	1,986,599.	
	b Prior year adjustments	2b		
	c Other losses	2c		
	d Other (Describe in Part XIV )	2d		
	e Add lines 2a through 2d		2e	1,986,599.
3	Subtract line 2e from line 1		3	13,369,425.
4	Amounts included on Form 990, Part IX, line 25, but not on line 1:			
	a Investment expenses not included on Form 990, Part VIII, line 7b	4a		
	b Other (Describe in Part XIV )	4b		
	c Add lines 4a and 4b		4c	
5	Total expenses. Add lines 3 and 4c. (This must equal Form 990, Part I, line 18 )		5	13,369,425.

**Part XIV Supplemental Information**

Complete this part to provide the descriptions required for Part II, lines 3, 5, and 9; Part III, lines 1a and 4; Part IV, lines 1b and 2b; Part V, line 4; Part X, line 2; Part XI, line 8; Part XII, lines 2d and 4b, and Part XIII, lines 2d and 4b Also complete this part to provide any additional information

Part X \_\_\_\_\_ FOR THE YEAR ENDED JULY 31, 2012 AND THE NINE MONTHS ENDED \_\_\_\_\_  
 \_\_\_\_\_ JULY 31, 2011, STUDENTSFIRST HAS DOCUMENTED ITS CONSIDERATION \_\_\_\_\_  
 \_\_\_\_\_ OF FASB ASC 740-10 AND DETERMINED THAT NO MATERIAL UNCERTAIN \_\_\_\_\_  
 \_\_\_\_\_ TAX POSITIONS QUALIFY FOR EITHER RECOGNITION OR DISCLOSURE \_\_\_\_\_  
 \_\_\_\_\_ IN THE FINANCIAL STATEMENTS. \_\_\_\_\_



**SCHEDULE G**  
(Form 990 or 990-EZ)

Department of the Treasury  
Internal Revenue Service

**Supplemental Information Regarding  
Fundraising or Gaming Activities**

Complete if the organization answered 'Yes' to Form 990, Part IV, lines 17, 18, or 19, or if the organization entered more than \$15,000 on Form 990-EZ, line 6a.  
▶ Attach to Form 990 or Form 990-EZ. ▶ See separate instructions.

OMB No 1545-0047

**2011**

**Open to Public  
Inspection**

Name of the organization

STUDENTSFIRST

Employer identification number

27-3659685

**Part I Fundraising Activities.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 17. Form 990-EZ filers are not required to complete this part.

1 Indicate whether the organization raised funds through any of the following activities. Check all that apply.

- a  Mail solicitations
- b  Internet and email solicitations
- c  Phone solicitations
- d  In-person solicitations
- e  Solicitation of non-government grants
- f  Solicitation of government grants
- g  Special fundraising events

2a Did the organization have a written or oral agreement with any individual (including officers, directors, trustees or key employees listed in Form 990, Part VII) or entity in connection with professional fundraising services?  Yes  No

b If 'Yes,' list the ten highest paid individuals or entities (fundraisers) pursuant to agreements under which the fundraiser is to be compensated at least \$5,000 by the organization

(i) Name and address of individual or entity (fundraiser)	(ii) Activity	(iii) Did fundraiser have custody or control of contributions?		(iv) Gross receipts from activity	(v) Amount paid to (or retained by) fundraiser listed in column (i)	(vi) Amount paid to (or retained by) organization
		Yes	No			
1 MK GROUP LLC	CONSULTING		X	0.	32,000.	-32,000.
2 DOWELL CONSULTING	CONSULTING		X	0.	8,000.	-8,000.
3						
4						
5						
6						
7						
8						
9						
10						
<b>Total</b>				0.	40,000.	-40,000.

3 List all states in which the organization is registered or licensed to solicit contributions or has been notified it is exempt from registration or licensing

- Alaska
  - Alabama
  - Arkansas
  - Colorado
  - Connecticut
  - Florida
  - Georgia
  - Hawaii
  - Kansas
  - Kentucky
  - Massachusetts
- See Part I, Line 3 List of States Registered or Licensed to Solicit Funds

**Part II Fundraising Events.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 18, or reported more than \$15,000 of fundraising event contributions and gross income on Form 990-EZ, lines 1 and 6b. List events with gross receipts greater than \$5,000.

REVENUE		(a) Event #1	(b) Event #2	(c) Other events	(d) Total events
		(event type)	(event type)	(total number)	(add column (a) through column (c))
REVENUE	1	Gross receipts			
	2	Less Charitable contributions			
	3	Gross income (line 1 minus line 2)			
DIRECT EXPENSES	4	Cash prizes			
	5	Noncash prizes			
	6	Rent/facility costs			
	7	Food and beverages			
	8	Entertainment			
	9	Other direct expenses			
	10	Direct expense summary. Add lines 4 through 9 in column (d)			
11	Net income summary. Combine line 3, column (d), and line 10				▶

**Part III Gaming.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 19, or reported more than \$15,000 on Form 990-EZ, line 6a.

REVENUE		(a) Bingo	(b) Pull tabs/Instant bingo/progressive bingo	(c) Other gaming	(d) Total gaming	
					(add column (a) through column (c))	
REVENUE	1	Gross revenue				
DIRECT EXPENSES	2	Cash prizes				
	3	Non-cash prizes				
	4	Rent/facility costs				
	5	Other direct expenses				
DIRECT EXPENSES	6	Volunteer labor	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	<input type="checkbox"/> Yes _____ % <input type="checkbox"/> No	
	7	Direct expense summary. Add lines 2 through 5 in column (d)				▶
DIRECT EXPENSES	8	Net gaming income summary. Combine lines 1, column (d) and line 7				▶

9 Enter the state(s) in which the organization operates gaming activities \_\_\_\_\_  
 a Is the organization licensed to operate gaming activities in each of these states?  Yes  No  
 b If 'No,' explain \_\_\_\_\_

10a Were any of the organization's gaming licenses revoked, suspended or terminated during the tax year?  Yes  No  
 b If 'Yes,' explain \_\_\_\_\_





**SCHEDULE I**  
**(Form 990)**

Department of the Treasury  
Internal Revenue Service

Name of the organization

STUDENTSFIRST

**Part I** **General Information on Grants and Assistance**

**1** Does the organization maintain records to substantiate the amount of the grants or assistance, the grantees' eligibility for the grants or assistance, and the selection criteria used to award the grants or assistance?  **Yes**  **No**

**2** Describe in Part IV the organization's procedures for monitoring the use of grant funds in the United States.

**Part II** **Grants and Other Assistance to Governments and Organizations in the United States.** Complete if the organization answered 'Yes' to Form 990, Part IV, line 21 for any recipient that received more than \$5,000. Check this box if no one recipient received more than \$5,000. Part II can be duplicated if additional space is needed

1 (a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(1) SEE ATTACHMENT 2 ----- ----- -----							
(2) ----- ----- -----							
(3) ----- ----- -----							
(4) ----- ----- -----							
(5) ----- ----- -----							
(6) ----- ----- -----							
(7) ----- ----- -----							
(8) ----- ----- -----							

**2** Enter total number of section 501(c)(3) and government organizations listed in the line 1 table 0

**3** Enter total number of other organizations listed in the line 1 table 25

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.**

TEEA3901 06/01/11

Schedule I (Form 990) (2011)



Employer identification number  
27-3659685



**SCHEDULE J  
(Form 990)**

**Compensation Information**

OMB No 1545-0047

**For certain Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees**

**2011**

▶ **Complete if the organization answered 'Yes' to Form 990, Part IV, line 23.  
▶ Attach to Form 990. ▶ See separate instructions.**

**Open to Public Inspection**

Department of the Treasury  
Internal Revenue Service

Name of the organization

STUDENTSFIRST

Employer identification number

27-3659685

**Part I Questions Regarding Compensation**

**1 a** Check the appropriate box(es) if the organization provided any of the following to or for a person listed in Form 990, Part VII, Section A, line 1a. Complete Part III to provide any relevant information regarding these items.

- |  |  |
|--|--|
| <input type="checkbox"/> First-class or charter travel             | <input type="checkbox"/> Housing allowance or residence for personal use |
| <input type="checkbox"/> Travel for companions                     | <input type="checkbox"/> Payments for business use of personal residence |
| <input type="checkbox"/> Tax indemnification and gross-up payments | <input type="checkbox"/> Health or social club dues or initiation fees   |
| <input type="checkbox"/> Discretionary spending account            | <input type="checkbox"/> Personal services (e.g., maid, chauffeur, chef) |

**b** If any of the boxes on line 1a are checked, did the organization follow a written policy regarding payment or reimbursement or provision of all of the expenses described above? If 'No,' complete Part III to explain

**2** Did the organization require substantiation prior to reimbursing or allowing expenses incurred by all officers, directors, trustees, and the CEO/Executive Director, regarding the items checked in line 1a?

**3** Indicate which, if any, of the following the filing organization used to establish the compensation of the organization's CEO/Executive Director. Check all that apply. Do not check any boxes for methods used by a related organization to establish compensation of the CEO/Executive Director. Explain in Part III.

- |   |   |
|---|---|
| <input type="checkbox"/> Compensation committee                     | <input type="checkbox"/> Written employment contract                                |
| <input type="checkbox"/> Independent compensation consultant        | <input checked="" type="checkbox"/> Compensation survey or study                    |
| <input checked="" type="checkbox"/> Form 990 of other organizations | <input checked="" type="checkbox"/> Approval by the board or compensation committee |

**4** During the year, did any person listed in Form 990, Part VII, Section A, line 1a with respect to the filing organization or a related organization.

- a** Receive a severance payment or change-of-control payment?  
**b** Participate in, or receive payment from, a supplemental nonqualified retirement plan?  
**c** Participate in, or receive payment from, an equity-based compensation arrangement?  
 If 'Yes' to any of lines 4a-c, list the persons and provide the applicable amounts for each item in Part III.

**Only section 501(c)(3) and 501(c)(4) organizations must complete lines 5-9.**

**5** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the revenues of

- a** The organization?  
**b** Any related organization?  
 If 'Yes' to line 5a or 5b, describe in Part III.

**6** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization pay or accrue any compensation contingent on the net earnings of

- a** The organization?  
**b** Any related organization?  
 If 'Yes' to line 6a or 6b, describe in Part III

**7** For persons listed in Form 990, Part VII, Section A, line 1a, did the organization provide any non-fixed payments not described in lines 5 and 6? If 'Yes,' describe in Part III

**8** Were any amounts reported in Form 990, Part VII, paid or accrued pursuant to a contract that was subject to the initial contract exception described in Regulations section 53.4958-4(a)(3)? If 'Yes,' describe in Part III

**9** If 'Yes' to line 8, did the organization also follow the rebuttable presumption procedure described in Regulations section 53.4958-6(c)?

	Yes	No
<b>1 b</b>		
<b>2</b>		
<b>4 a</b>		X
<b>4 b</b>		X
<b>4 c</b>		X
<b>5 a</b>		X
<b>5 b</b>		X
<b>6 a</b>		X
<b>6 b</b>		X
<b>7</b>		X
<b>8</b>		X
<b>9</b>		

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.**

Schedule J (Form 990) 2011

**Part II Officers, Directors, Trustees, Key Employees, and Highest Compensated Employees.** Use duplicate copies if additional space is needed.

For each individual whose compensation must be reported in Schedule J, report compensation from the organization on row (i) and from related organizations, described in the instructions on row (ii). Do not list any individuals that are not listed on Form 990, Part VII.

**Note.** The sum of columns (B)(i)-(iii) for each listed individual must equal the total amount of Form 990, Part VII, Section A, line 1a, applicable columns (D) and (E) amounts for that individual.

(A) Name	(B) Breakdown of W-2 and/or 1099-MISC compensation			(C) Retirement and other deferred compensation	(D) Nontaxable benefits	(E) Total of columns (B)(i)-(D)	(F) Compensation reported as deferred in prior Form 990
	(i) Base compensation	(ii) Bonus and incentive compensation	(iii) Other reportable compensation				
1 MICHELLE RHEE	(i) 94,723. (ii) 204,261.	0. 0.	0. 0.	0. 0.	2,190. 4,247.	96,913. 208,508.	0. 0.
2 DMITRI MEHLHORN	(i) 86,109. (ii) 143,889.	0. 0.	0. 0.	0. 0.	8. 13.	86,117. 143,902.	0. 0.
3 TALYA STEIN	(i) 110,252. (ii) 76,948.	0. 0.	0. 0.	0. 0.	8. 13.	110,260. 76,961.	0. 0.
4 XIMENA HARTSOCK	(i) 37,992. (ii) 120,342.	0. 0.	0. 0.	0. 0.	1,966. 2,949.	39,958. 123,291.	0. 0.
5 KATHLEEN DELASKI	(i) 48,656. (ii) 116,344.	0. 0.	0. 0.	0. 0.	762. 1,143.	49,418. 117,487.	0. 0.
6							
7							
8							
9							
10							
11							
12							
13							
14							
15							
16							



**SCHEDULE M  
(Form 990)**

Department of the Treasury  
Internal Revenue Service

**Noncash Contributions**

▶ **Complete if the organizations answered 'Yes'**  
**on Form 990, Part IV, lines 29 or 30.**

▶ **Attach to Form 990.**

OMB No 1545-0047

**2011**

**Open To Public  
Inspection**

Name of the organization

STUDENTSFIRST

Employer identification number

27-3659685

**Part I Types of Property**

	(a) Check if applicable	(b) Number of contributions or items contributed	(c) Noncash contribution amounts reported on Form 990, Part VIII, line 1g	(d) Method of determining noncash contribution amounts
1 Art – Works of art				
2 Art – Historical treasures				
3 Art – Fractional interests				
4 Books and publications				
5 Clothing and household goods				
6 Cars and other vehicles				
7 Boats and planes				
8 Intellectual property				
9 Securities – Publicly traded	X	1	2,381,250.	FAIR MARKET VALUE
10 Securities – Closely held stock				
11 Securities – Partnership, LLC, or trust interests				
12 Securities – Miscellaneous				
13 Qualified conservation contribution – Historic structures				
14 Qualified conservation contribution – Other				
15 Real estate – Residential				
16 Real estate – Commercial				
17 Real estate – Other				
18 Collectibles				
19 Food inventory				
20 Drugs and medical supplies				
21 Taxidermy				
22 Historical artifacts				
23 Scientific specimens				
24 Archeological artifacts				
25 Other ▶ (SOFTWARE _____)	X	2	22,539.	COST
26 Other ▶ (_____)				
27 Other ▶ (_____)				
28 Other ▶ (_____)				

29 Number of Forms 8283 received by the organization during the tax year for contributions for which the organization completed Form 8283, Part IV, Donee Acknowledgement

29

30a During the year, did the organization receive by contribution any property reported in Part I, lines 1-28 that it must hold for at least three years from the date of the initial contribution, and which is not required to be used for exempt purposes for the entire holding period?

b If 'Yes,' describe the arrangement in Part II

31 Does the organization have a gift acceptance policy that requires the review of any non-standard contributions?

32a Does the organization hire or use third parties or related organizations to solicit, process, or sell noncash contributions?

b If 'Yes,' describe in Part II

33 If the organization did not report an amount in column (c) for a type of property for which column (a) is checked, describe in Part II

	Yes	No
30a		X
31		X
32a		X
33		

**BAA For Paperwork Reduction Act Notice, see the Instructions for Form 990.**

Schedule M (Form 990) 2011



**SCHEDULE O**  
**(Form 990 or 990-EZ)**

Department of the Treasury  
Internal Revenue Service

**Supplemental Information to Form 990 or 990-EZ**

Complete to provide information for responses to specific questions on  
Form 990 or 990-EZ or to provide any additional information.  
▶ Attach to Form 990 or 990-EZ.

OMB No 1545-0047

**2011**

Open to Public  
Inspection

Name of the organization

STUDENTSFIRST

Employer identification number

27-3659685

Pt III, Line 2 PROGRAM SERVICES LISTED ON LINE 4C WERE NEW FOR THE YEAR  
-----  
----- ENDED JULY 31, 2012.

Pt VI, Line 2 THREE MEMBERS OF THE STUDENTSFIRST BOARD OF DIRECTORS WHO SERVED THROUGH JUNE 30, 2012  
-----  
----- SHARED A COMMON EMPLOYER. THE FACT THAT THE THREE DIRECTORS SHARED  
-----  
----- A COMMON EMPLOYER DID NOT IMPACT THE ORGANIZATION'S DECISION  
-----  
----- TO CHOOSE THEM AS MEMBERS OF THE BOARD OF DIRECTORS.

Pt VI, Line 11a THE STUDENTSFIRST FORM 990 IS PREPARED BY A LICENSED CPA  
-----  
----- AND REVIEWED INTERNALLY BY THE CHIEF FINANCIAL OFFICER  
-----  
----- AND THE GENERAL COUNSEL. ANY REVISIONS ARE PROVIDED TO  
-----  
----- THE INDEPENDENT PAID TAX PREPARER AND ONCE REVISED, THE  
-----  
----- FINAL DRAFT IRS FORM 990 IS REVIEWED BY THE ORGANIZATION'S  
-----  
----- BOARD OF DIRECTORS PRIOR TO SUBMISSION AND FILING WITH THE  
-----  
----- INTERNAL REVENUE SERVICE.

Pt VI, Line 12c DIRECTORS AND OFFICERS SHALL DISCLOSE TO THE BOARD ANY FINANCIAL  
-----  
----- INTEREST WHICH THE DIRECTOR OR OFFICER DIRECTLY OR INDIRECTLY  
-----  
----- HAS IN ANY PERSON OR ENTITY WHICH IS A PARTY TO A TRANSACTION  
-----  
----- UNDER CONSIDERATION BY THE BOARD. THE INTERESTED DIRECTOR OR  
-----  
----- OFFICER SHALL ABSTAIN FROM VOTING ON THE TRANSACTION.

Pt VI, Line 15 THE REVIEW AND APPROVAL OF THE SALARIES OF THESE EMPLOYEES  
-----  
----- TAKES PLACE ON AN ANNUAL BASIS USING COMPARABILITY DATA  
-----  
----- SUCH AS INDUSTRY SURVEYS AND DOCUMENTED COMPENSATION OF PERSONS  
-----  
----- HOLDING SIMILAR POSITIONS IN COMPARABLE ORGANIZATIONS.

Pt VI, Line 19 UPON REQUEST THE ORGANIZATION MAKES ITS GOVERNING DOCUMENTS  
-----  
----- AND CONFLICT OF INTEREST POLICY AVAILABLE TO THE PUBLIC  
-----  
----- DURING THE TAX YEAR.

Pt VII, Col (B) CERTAIN INDIVIDUALS LISTED IN PART VII DEVOTED HOURS TO A RELATED



Name of the organization

STUDENTSFIRST

Employer identification number

27-3659685

ORGANIZATION. DEVOTED WEEKLY HOURS TO STUDENTSFIRST INSTITUTE

ARE AS FOLLOWS: MICHELLE RHEE AVERAGED 27 HOURS, DMITRI MEHLHORN

AVERAGED 25 HOURS, ENOCH WOODHOUSE AVERAGED 20 HOURS, TALYA

STEIN AVERAGED 16 HOURS, ERIC LERUM AVERAGED 22 HOURS,

MEYYAPPAN SEVUGAN AVERAGED 30 HOURS, TIMOTHY MELTON

AVERAGED 11 HOURS, XIMENA HARTSOCK AVERAGED 30 HOURS,

KATHLEEN DELASKI AVERAGED 28 HOURS, KATHERINE GOTTFREDSON

AVERAGED 26 HOURS, DANA PETERSON AVERAGED 29 HOURS,

MAFARA HOBSON AVERAGED 40 HOURS, AND BRIDGET DAVIS AVERAGED

12 HOURS.

Pt VII, Col (A) DAVID COLEMAN, ANN-MARGARET MICHAEL AND JASON ZIMBA SERVED

AS MEMBERS OF THE BOARD OF DIRECTORS THROUGH JUNE 30 ,2012.

**SCHEDULE R (Form 990)**  
 Department of the Treasury Internal Revenue Service  
**Related Organizations and Unrelated Partnerships**  
 ▶ Complete if the organization answered 'Yes' to Form 990, Part IV, line 33, 34, 35, 36, or 37. ▶ Attach to Form 990. ▶ See separate instructions.

Name of the organization: STUDENTSFIRST  
 Employer identification number: 27-3659685

**Part I Identification of Disregarded Entities** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 33.)

(a) Name, address, and EIN of disregarded entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Total income	(e) End-of-year assets	(f) Direct controlling entity
(1) -----					
(2) -----					
(3) -----					

**Part II Identification of Related Tax-Exempt Organizations** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34 because it had one or more related tax-exempt organizations during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Exempt Code section	(e) Public charity status (if section 501(c)(3))	(f) Direct controlling entity	(g) Sec 512(b)(13) controlled entity?	
						Yes	No
(1) STUDENTSFIRST INSTITUTE 27-3659574 825 K ST. 2ND FLR. SACRAMENTO CA 95817	EDUCATION	DC	501(c)3	LINE 7	STUDENTSFIRST		X
(2) GREAT NEW ENGLAND PUBLIC SCHOOLS ALLIANCE 45-4903661 151 NEW PARK AVE. STE. 15C/16, HARTFORD CT 06106	EDUCATION	DC	501(c)4		SF/SFI		X
(3) -----							
(4) -----							

**Part III Identification of Related Organizations Taxable as a Partnership** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34 because it had one or more related organizations treated as a partnership during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Predominant income (related, unrelated, excluded from tax under sections 512-514)	(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 (Form 1065)	(j) General or managing partner?		(k) Percentage ownership
							Yes	No		Yes	No	
(1) -----												
(2) -----												
(3) -----												

**Part IV Identification of Related Organizations Taxable as a Corporation or Trust** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34 because it had one or more related organizations treated as a corporation or trust during the tax year.)

(a) Name, address, and EIN of related organization	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Direct controlling entity	(e) Type of entity (C corp, S corp, or trust)	(f) Share of total income	(g) Share of end-of-year assets	(h) Percentage ownership
(2) -----							
(3) -----							

**Part IV Transactions With Related Organizations** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 34, 35, 35a, or 36.)

**Note.** Complete line 1 if any entity is listed in Parts II, III, or IV of this schedule

**1** During the tax year did the organization engage in any of the following transactions with one or more related organizations listed in Parts II-IV?

- a** Receipt of (i) interest (ii) annuities (iii) royalties or (iv) rent from a controlled entity
- b** Gift, grant, or capital contribution to related organization(s)
- c** Gift, grant, or capital contribution from related organization(s)
- d** Loans or loan guarantees to or for related organization(s)
- e** Loans or loan guarantees by related organization(s)
- f** Sale of assets to related organization(s)
- g** Purchase of assets from related organization(s)
- h** Exchange of assets with related organization(s)
- i** Lease of facilities, equipment, or other assets to related organization(s)
- j** Lease of facilities, equipment, or other assets from related organization(s)
- k** Performance of services or membership or fundraising solicitations for related organization(s)
- l** Performance of services or membership or fundraising solicitations by related organization(s)
- m** Sharing of facilities, equipment, mailing lists, or other assets with related organization(s)
- n** Sharing of paid employees with related organization(s)
- o** Reimbursement paid to related organization(s) for expenses
- p** Reimbursement paid by related organization(s) for expenses
- q** Other transfer of cash or property to related organization(s)
- r** Other transfer of cash or property from related organization(s)

**2** If the answer to any of the above is 'Yes,' see the instructions for information on who must complete this line, including covered relationships and transaction thresholds

(a) Name of other organization	(b) Transaction type (a-r)	(c) Amount involved	(d) Method of determining amount involved
(1) STUDENTSFIRST INSTITUTE	d	1,000,000.	FAIR MARKET VALUE
(2) STUDENTSFIRST INSTITUTE	p	6,159,093.	ACTUAL AMOUNT RECEIVED
(3) GREAT NEW ENGLAND PUBLIC SCHOOLS ALLIANCE	b	550,000.	ACTUAL AMOUNT DISBURSED
(4) GREAT NEW ENGLAND PUBLIC SCHOOLS ALLIANCE	n	235,618.	FAIR MARKET VALUE
(5)			
(6)			

**Part VI Unrelated Organizations Taxable as a Partnership** (Complete if the organization answered 'Yes' to Form 990, Part IV, line 37.)

Provide the following information for each entity taxed as a partnership through which the organization conducted more than five percent of its activities (measured by total assets or gross revenue) that was not a related organization. See instructions regarding exclusion for certain investment partnerships

(a) Name, address, and EIN of entity	(b) Primary activity	(c) Legal domicile (state or foreign country)	(d) Predominant income (related, unrelated, excluded from tax under section 512-514)	(e) Are all partners section 501(c)(3) organizations?		(f) Share of total income	(g) Share of end-of-year assets	(h) Disproportionate allocations?		(i) Code V-UBI amount in box 20 of Schedule K-1 Form (1065)	(j) General or managing partner?		(k) Percentage ownership
				Yes	No			Yes	No		Yes	No	
(1) -----													
-----													
-----													
(2) -----													
-----													
-----													
(3) -----													
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-----													
(4) -----													
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(5) -----													
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(6) -----													
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(7) -----													
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-----													
(8) -----													
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-----													



## Schedule O (Form 990), Supplemental Information to Form 990

**Form 990, Page 2, Part III, Line 4d (continued)**

Describe the exempt purpose achievements for each of the organization's other program services. Section 501(c)(3) and (4) organizations and 4947(a)(1) trusts are required to report the amount of grants and allocations to others, the total expenses, and revenue, if any, for each program service reported.

Code.	_____	Description:	<u>STUDENTSFIRST ENGAGED IN PUBLIC POLICY DEVELOPMENT</u>
Expenses	<u>384,029.</u>		<u>METHODS AND ANALYSES RELATED TO ELEVATING TEACHERS,</u>
Grants Of	<u>0.</u>		<u>EMPOWERING PARENTS AND FISCAL RESPONSIBILITY THROUGH</u>
Revenue	<u>0.</u>		<u>ORIGINAL RESEARCH, WHITE PAPERS, CONVENING OF</u>
			<u>EXPERTS AND PARTICIPATION IN CONFERENCES AND</u>
			<u>WORKSHOPS IN ORDER TO PROTECT THE INTERESTS OF</u>
			<u>CHILDREN IN PUBLIC EDUCATION.</u>

## Schedule O (Form 990), Supplemental Information to Form 990

**Form 990, Page 6, Line 17 (continued)**

Alabama

Alaska

Arizona

Arkansas

California

Colorado

Connecticut

District of Columbia

Florida

Georgia

Illinois

Kentucky

Maine

Maryland

Massachusetts

Michigan

Minnesota

Mississippi

Missouri

New Hampshire

New Jersey

New Mexico

New York

North Carolina

North Dakota

Ohio

Oklahoma

Oregon

Pennsylvania

Rhode Island

South Carolina

Tennessee

Utah

Virginia

West Virginia

Kansas

Washington

Wisconsin

---

Schedule G(Form 990 or Form 990-EZ), Supplemental Information Regarding Fundraising or Gaming Activities  
**Part I, Line 3 List of States Registered or Licensed to Solicit Funds**

---

Maryland

Maine

Minnesota

Mississippi

North Carolina

New Hampshire

New Mexico

New York

Ohio

Pennsylvania

Rhode Island

South Carolina

Tennessee

Utah

Virginia

Washington

Wisconsin

West Virginia



STUDENTSFIRST  
27-3659685

2011 FORM 990, SCHEDULE C, PART I-C, LINE 5 ATTACHMENT

	(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-
(1)	PARENTS AND TEACHERS FOR PUTTING STUDENTSFIRST	2350 KERNER BLVD, SUITE 250 SAN RAFAEL, CA 94901	45-5233065	2,000,000	0
(2)	BETTER EDUCATION FOR NJ KIDS INC	94 CHURCH STREET, SUITE 201 NEW BRUNSWICK, NJ 08901	27-5025678	200,000	0
(3)	MI REPUBLICAN PARTY ADMIN. ACCOUNT	520 SEYMOUR LANSING, MI 48933	38-1221182	40,000	0
(4)	FERRELL HAILE FOR SENATE	P.O. BOX 1087 GALLATIN, TN 37066	91-2070256	10,000	0
(5)	HOUSE REPUBLICAN CAUCUS	P.O. BOX 198814 NASHVILLE, TN 37219	62-1126990	10,000	0
(6)	SENATE REPUBLICAN CAUCUS	306 WAR MEMORIAL BUILDING NASHVILLE, TN 37243	62-1133283	10,000	0
(7)	STEVE DICKERSON FOR STATE SENATE	93 VICTORIA PARK NASHVILLE, TN 37205	INFORMATION REQUESTED	10,000	0
(8)	FRIENDS OF DOLORES GRESHAM	17426 HWY 64 SOMERVILLE, TN 38068	INFORMATION REQUESTED	8,500	0
(9)	FRIENDS OF JOEY HENSELY	855 SUMMERTOWN HWY HOHENWALD, TN 38462	INFORMATION REQUESTED	8,500	0
(10)	ASPIRE MICHIGAN	3279 MCKINLEY ROAD CHINA, MI 48054	45-2247452	7,500	0
(11)	PRINCIPLE CENTERED LEADERSHIP COMMITTEE	13195 SW 134 STREET MIAMI, FL 33186	30-0691630	7,000	0
(12)	CITIZENS TO ELECT JAMILAH NASHEED	4710 LEE AVENUE ST. LOUIS, MO 63115	INFORMATION REQUESTED	6,700	0
(13)	BARRY DOSS FOR STATE REPRESENTATIVE	3176 OIL MILL ROAD COVINGTON, TN 38019	INFORMATION REQUESTED	6,500	0
(14)	BILL SPIVEY FOR STATE REPRESENTATIVE	1523 CORNERSVILLE HWY LEWISBURG, TN 37091	INFORMATION REQUESTED	6,500	0

STUDENTSFIRST  
 27-3659685  
 2011 FORM 990, SCHEDULE C, PART I-C, LINE 5 ATTACHMENT

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-
(15) COMMITTEE TO ELECT RICHARD MONTGOMERY	1582 BROAD RIVER LANE SEVIERVILLE, TN 37876	INFORMATION REQUESTED	6,500	0
(16) FRIENDS OF ART SWANN	3652 WAGON WHEEL ROAD MARYVILLE, TN 37803	INFORMATION REQUESTED	6,500	0
(17) JOHN RAGAN FOR STATE REPRESENTATIVE	119 MORNINGSIDE DRIVE OAK RIDGE, TN 37830	INFORMATION REQUESTED	6,500	0
(18) RYAN WILLIAMS FOR STATE REPRESENTATIVE	570 PLEASANT HILL DRIVE COOKEVILLE, TN 38501	INFORMATION REQUESTED	6,500	0
(19) KEVIN BROOKS FOR STATE REPRESENTATIVE	P.O. BOX 4801 CLEVELAND, TN 37320	INFORMATION REQUESTED	6,000	0
(20) DEBRA MAGGART FOR STATE REPRESENTATIVE	112 LA BAR DRIVE HENDERSONVILLE, TN 37075	INFORMATION REQUESTED	5,500	0
(21) BETH HARWELL COMMITTEE	413 WEST TYNE BLVD NASHVILLE, TN 37205	INFORMATION REQUESTED	5,000	0
(22) COMMITTEE TO ELECT RON RAMSEY	2132 FEATHERS CHAPEL RD BLOUNTVILLE, TN 37617	27-3031716	5,000	0
(23) DEBBIE MOODY FOR STATE REPRESENTATIVE	3176 OIL MILL ROAD COVINGTON, TN 38019	INFORMATION REQUESTED	5,000	0
(24) FLORIDIANS FOR A STRONG 67	610 SOUTH BOULEVARD TAMPA, FL 33606	27-0934734	5,000	0
(25) FRIENDS OF CHARLES SARGENT	P.O. BOX 1515 FRANKLIN, TN 37065	INFORMATION REQUESTED	5,000	0
(26) GILLOOLY FOR MISSOURI	P.O. BOX 10038 KANSAS CITY, MO 64110	INFORMATION REQUESTED	5,000	0
(27) HARDAWAY FOR STATE REPRESENTATIVE	P.O. BOX 40664 MEMPHIS, TN 38174	INFORMATION REQUESTED	5,000	0
(28) HARWELL PAC	6213 CHARLOTTE PIKE, SUITE 112 NASHVILLE, TN 37209	INFORMATION REQUESTED	5,000	0

STUDENTSFIRST  
27-3659685

2011 FORM 990, SCHEDULE C, PART I-C, LINE 5 ATTACHMENT

	(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-
(29)	HOUSE DEMOCRAT CAMPAIGN COMMITTEE	P.O. BOX 2235 JEFFERSON CITY, MO 65102	43-1379940	5,000	0
(30)	HOUSE DEMOCRATIC CAUCUS	P.O. BOX 198082 NASHVILLE, TN 37219	62-0911028	5,000	0
(31)	PENNY HUBBARD FOR STATE REP 78TH DISTRICT	1017 N 16TH STREET ST LOUIS, MO 63106	INFORMATION REQUESTED	5,000	0
(32)	RAAMPAC	P.O. BOX 158213 NASHVILLE, TN 37215	04-3739402	5,000	0
(33)	SENATE DEMOCRATIC CAUCUS	317 WAR MEMORIAL BUILDING NASHVILLE, TN 37243	62-1395070	5,000	0
(34)	VISION SEM	1300 E LAFAYETTE, SUITE M-1 DETROIT, MI 48207	45-4007496	5,000	0
(35)	MAKE OUR VOICES KNOWN CCE	1112 SE 23RD AVENUE BOYNTON BEACH, FL 33435	45-5062827	4,200	0
(36)	VICTORY 2012 CCE	2018 LAWSON ROAD TALLAHASSEE, FL 32308	INFORMATION REQUESTED	4,200	0
(37)	FRIENDS OF JOHN DEBERRY	1207 SLEDGE STREET MEMPHIS, TN 38104	91-2064177	4,000	0
(38)	CITIZENS FOR COLONA	3927 HARTFORD ST LOUIS, MO 63116	INFORMATION REQUESTED	3,500	0
(39)	FRIENDS OF STEVE WEBB	3829 KENTUCKY DERBY DR FLORISSANT, MO 63034	INFORMATION REQUESTED	3,500	0
(40)	FRIENDS OF WARD FRANZ	8938 COUNTY ROAD 9090 WEST PLAINS, MO 65775	INFORMATION REQUESTED	3,500	0
(41)	KENNY YOUNG FOR STATE REPRESENTATIVE	1304 CLAIREMONT LANE FRANKLIN, TN 37064	INFORMATION REQUESTED	3,500	0
(42)	NORRIS FOR SENATE	P.O. BOX 381075 GERMANTOWN, TN 38138	91-2076818	3,500	0

STUDENTSFIRST  
27-3659685

2011 FORM 990, SCHEDULE C, PART I-C, LINE 5 ATTACHMENT

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-
(43) VOTEKELSEY COM	P.O. BOX 382354 GERMANTOWN, TN 38183	INFORMATION REQUESTED	3,500	0
(44) CALDWELL FOR SCHOOL BOARD	244 ANGELUS STREET MEMPHIS, TN 38112	INFORMATION REQUESTED	3,000	0
(45) DOLAN FOR SCHOOL BOARD	6108 HICKORY VALLEY ROAD NASHVILLE, TN 37205	INFORMATION REQUESTED	3,000	0
(46) ELECT DANIELS	744 MCCONNELL STREET MEMPHIS, TN 38112	INFORMATION REQUESTED	3,000	0
(47) ELISSA KIM FOR NASHVILLE SCHOOLS	811 FATHERLAND ST NASHVILLE, TN 37206	INFORMATION REQUESTED	3,000	0
(48) FAISON FOR STATE REPRESENTATIVE	1009 COUNTRY MOUNTAIN ROAD COSBY, TN 37722	INFORMATION REQUESTED	3,000	0
(49) ORGEL FOR SCHOOL BOARD	INFORMATION REQUESTED	INFORMATION REQUESTED	3,000	0
(50) PINKSTON FOR SCHOOLS	937 BATTLEFIELD DRIVE NASHVILLE, TN 37204	INFORMATION REQUESTED	3,000	0
(51) PORTER FOR SCHOOL BOARD	4458 WHITEPINE COVE MEMPHIS, TN 38109	INFORMATION REQUESTED	3,000	0
(52) WIRTH FOR SCHOOL BOARD	9524 FOX HILL CIRCLE NORTH GERMANTOWN, TN 38119	INFORMATION REQUESTED	3,000	0
(53) WOODS FOR SCHOOL BOARD	7008 FORBURY COVE MEMPHIS, TN 38119	INFORMATION REQUESTED	3,000	0
(54) BO WATSON FOR STATE SENATE	1208 EAST DALLAS RD. CHATTANOOGA, TN 37405	INFORMATION REQUESTED	2,500	0
(55) CASAS FOR ST LOUIS	3148 HALLIDAY ST LOUIS, MO 63116	INFORMATION REQUESTED	2,500	0
(56) DOUG HENRY FOR STATE SENATE	226 CAPITOL BLVD, SUITE 200 NASHVILLE, TN 37219	62-1588219	2,500	0

STUDENTSFIRST  
27-3659685

2011 FORM 990, SCHEDULE C, PART I-C, LINE 5 ATTACHMENT

	(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-
(57)	FLORIDA CONSERVATIVE ALLIANCE	2650-A MITCHAM DRIVE TALLAHASSEE, FL 32308	45-3696689	2,500	0
(58)	FLORIDA FIRST FOREVER (527)	2302 MONTICELLO DRIVE TALLAHASSEE, FL 32303	26-2909623	2,500	0
(59)	FRIENDS OF GERALD MCCORMICK	P O BOX 1087 CHATTANOOGA, TN 37401	INFORMATION REQUESTED	2,500	0
(60)	FRIENDS OF JIM GOTTO	P O BOX 954 HERMITAGE, TN 37076	INFORMATION REQUESTED	2,500	0
(61)	FRIENDS OF PETER KINDER	1220 ROCKWOOD DRIVE CAPE GIRARDEAU, MO 63701	43-1291248	2,500	0
(62)	FRIENDS TO ELECT SYLVESTER TAYLOR	5357 ABINGTON BLACK JACK, MO 63033	INFORMATION REQUESTED	2,500	0
(63)	JOE CARR FOR STATE REPRESENTATIVE	P.O. BOX 192 LASCASSAS, TN 37085	INFORMATION REQUESTED	2,500	0
(64)	JOHNSON FOR STATE SENATE	330 FRANKLIN RD. STE. 135A-178 BRENTWOOD, TN 37027	INFORMATION REQUESTED	2,500	0
(65)	MIKE OWENS FOR STATE REPRESENTATIVE	502 LAKE AVE ST LOUIS, MO 63108	INFORMATION REQUESTED	2,500	0
(66)	RE-ELECT TIM WIRGAU	130 ABBOTT LANE PARIS, TN 38242	INFORMATION REQUESTED	2,500	0
(67)	STEVE HALL FOR REPRESENTATIVE	P.O. BOX 27539 KNOXVILLE, TN 37927	INFORMATION REQUESTED	2,500	0
(68)	TAKE BACK OUR GOVERNMENT	4343 SAWYER ROAD SARASOTA, FL 34233	INFORMATION REQUESTED	2,500	0
(69)	THE COMMITTEE TO PROTECT FLORIDA	P O BOX 10205 TALLAHASSEE, FL 32302	20-8733658	2,500	0
(70)	THE CONSERVATIVE LEADERSHIP FUND	1700 N MONROE ST, SUITE 11-297 TALLAHASSEE, FL 32303	45-5633295	2,500	0

STUDENTSFIRST  
 27-3659685  
 2011 FORM 990, SCHEDULE C, PART I-C, LINE 5 ATTACHMENT

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-.	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-.
(71) TRACY FOR SENATE	P.O. BOX 332166 MURFREESBORO, TN 37133	INFORMATION REQUESTED	2,500	0
(72) CITIZENS TO ELECT BROOKS COLEMAN	P.O. BOX 273 DULUTH, GA 30096	INFORMATION REQUESTED	2,250	0
(73) CHARLICE BYRD FOR STATE HOUSE	P.O. BOX 906 WOODSTOCK, GA 30188	INFORMATION REQUESTED	2,000	0
(74) COMMITTEE TO ELECT RALPH LONG	P.O. BOX 11372 ATLANTA, GA 30310	INFORMATION REQUESTED	2,000	0
(75) DEMPSEY FOR SENATE	TWO WESTBURY DRIVE ST. CHARLES, MO 63301	26-0283742	2,000	0
(76) ELECT BILL DUNN	5309 LAVESTA RD KNOXVILLE, TN 37918	91-2072806	2,000	0
(77) FAULK FOR SENATE	112 EAST MAIN BLVD CHURCH HILL, TN 37642	INFORMATION REQUESTED	2,000	0
(78) FRIENDS AND SUPPORTERS OF ALISHA MORGAN	6570 BRANDEMERE WAY AUSTELL, GA 30168	INFORMATION REQUESTED	2,000	0
(79) FRIENDS OF KEVIN ELMER	729 W. CENTER CIRCLE, SUITE 102 NIXA, MO 65714	INFORMATION REQUESTED	2,000	0
(80) GEORGIANS FOR JERGUSON	1107 TOONIGH ROAD CARLTON, GA 30115	INFORMATION REQUESTED	2,000	0
(81) SHEILA BUTT FOR DISTRICT 64 STATE REP	3870 ALBERT MATTHEWS ROAD COLUMBIA, TN 38401	INFORMATION REQUESTED	2,000	0
(82) SHEILA JONES RE-ELECTION COMMITTEE	3246 AMHURST DR NW ATLANTA, GA 30318	INFORMATION REQUESTED	2,000	0
(83) THE SUNSHINE STATE LEADERSHIP FUND	115 EAST PARK AVENUE, SUITE 1 TALLAHASSEE, FL 32301	45-1273131	2,000	0
(84) YAGER FOR SENATE	P.O. BOX 684 KINGSTON, TN 37763	INFORMATION REQUESTED	2,000	0

STUDENTSFIRST  
 27-3659685  
 2011 FORM 990, SCHEDULE C, PART I-C, LINE 5 ATTACHMENT

(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-
(85) FRIENDS OF CHIP ROGERS	P.O. BOX 813 WOODSTOCK, GA 30188	INFORMATION REQUESTED	1,750	0
(86) DON BALFOUR FOR SENATE	2312 WATERSCAPE TRAIL SNELLVILLE, GA 30078	INFORMATION REQUESTED	1,700	0
(87) FRIENDS AND NEIGHBORS TO ELECT MARGARET KAISER	504 HILL ST SE ATLANTA, GA 30312	INFORMATION REQUESTED	1,700	0
(88) FRIENDS OF PAULETTE BRADDOCK	890 MACLAND RD, #1901 DALLAS, GA 30132	INFORMATION REQUESTED	1,700	0
(89) BILL KETRON FOR STATE SENATE	805 S CHURCH ST, SUITE 12 MURFREESBORO, TN 37130	INFORMATION REQUESTED	1,500	0
(90) CITIZENS FOR SOMMER	901 BOONE'S LICK RD ST CHARLES, MO 63301	INFORMATION REQUESTED	1,500	0
(91) COMMITTEE TO ELECT JOHN FOGERTY	120 COUNTY ROAD 447 ATHENS, TN 37303	INFORMATION REQUESTED	1,500	0
(92) COMMITTEE TO ELECT MARK WHITE	1661 AARON BRENNER DR, SUITE 300 MEMPHIS, TN 38120	INFORMATION REQUESTED	1,500	0
(93) ELAM FOR STATE REPRESENTATIVE	3005 SOUTH WATERFORD LANE MT. JULIET, TN 37122	INFORMATION REQUESTED	1,500	0
(94) FRIENDS OF DAWN WHITE	1522 RIVERVIEW DRIVE MURFREESBORO, TN 37129	INFORMATION REQUESTED	1,500	0
(95) FRIENDS OF JOHN HENSLEY	INFORMATION REQUESTED	INFORMATION REQUESTED	1,500	0
(96) NATHAN DEAL FOR GOVERNOR, INC.	P.O. BOX 2495 GAINESVILLE, GA 30503	26-4800781	1,500	0
(97) POWERS FOR THE PEOPLE	P.O. BOX 179 JACKSBORO, TN 37757	INFORMATION REQUESTED	1,500	0
(98) RANDY MCNALLY FOR STATE SENATE	94 ROYAL TROON CIRCLE OAK RIDGE, TN 37830	62-1575918	1,500	0

STUDENTSFIRST  
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 2011 FORM 990, SCHEDULE C, PART I-C, LINE 5 ATTACHMENT

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(99)	VANCE DENNIS FOR STATE REPRESENTATIVE	5545 CEDAR COVE LANE SAVANNAH, TN 38372	45-3943634	1,500	0
(100)	ARMSTRONG FOR STATE REPRESENTATIVE	P.O. BOX 6597 KNOXVILLE, TN 37914	11-3642060	1,000	0
(101)	BILL SANDERSON ELECTION FUND	3804 CONCORD RD KENTON, TN 38233	32-0245682	1,000	0
(102)	CASEY CAGLE FOR LT. GOVERNOR	311 GREEN STREET, SUITE 101 GAINESVILLE, GA 30501	91-2063463	1,000	0
(103)	CITIZENS FOR JAY WASSON	P.O. BOX 1231 NIXA, MO 65714	68-0513239	1,000	0
(104)	CITIZENS FOR MIKE TALBOY	P.O. BOX 10033 KANSAS CITY, MO 64171	INFORMATION REQUESTED	1,000	0
(105)	CITIZENS FOR RYAN SILVEY	P.O. BOX 10626 GLADSTONE, MO 64118	INFORMATION REQUESTED	1,000	0
(106)	CITIZENS FOR TIMOTHY W JONES	P.O. BOX 434 EUREKA, MO 63025	INFORMATION REQUESTED	1,000	0
(107)	CITIZENS TO ELECT MIKE KEHOE	P.O. BOX 105527 JEFFERSON CITY, MO 65110	INFORMATION REQUESTED	1,000	0
(108)	CLAYBAKER FOR STATE REP	5845 NOLENSVILLE PIKE, APT 417 NASHVILLE, TN 37211	INFORMATION REQUESTED	1,000	0
(109)	COMMITTEE TO ELECT DAVID RALSTON	P.O. BOX 1196 BLUE RIDGE, GA 30513	INFORMATION REQUESTED	1,000	0
(110)	COMMITTEE TO ELECT REGINALD TATE	3422 TOURNAMENT DR MEMPHIS, TN 38125	INFORMATION REQUESTED	1,000	0
(111)	COMMITTEE TO ELECT RON RICHARD	1419 W 4TH ST JOPLIN, MO 64801	42-1542704	1,000	0
(112)	COMMITTEE TO ELECT SHALONN "KIKI" CURLS	4609 PASEO BLVD, SUITE 107 KANSAS CITY, MO 64110	INFORMATION REQUESTED	1,000	0



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2011 FORM 990, SCHEDULE C, PART I-C, LINE 5 ATTACHMENT

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(113) CROWE FOR SENATE	808 EAST 8TH AVE JOHNSON CITY, TN 37601	91-2078117	1,000	0
(114) FRIENDS FOR FALLERT	17079 STATE RT B STE GENEVIEVE, MO 63670	INFORMATION REQUESTED	1,000	0
(115) FRIENDS OF GA HARDAWAY	P.O. BOX 40664 MEMPHIS, TN 38174	INFORMATION REQUESTED	1,000	0
(116) FRIENDS OF KAREN CAMPER	P O BOX 16966 MEMPHIS, TN 38186	INFORMATION REQUESTED	1,000	0
(117) FRIENDS OF RON LOLLAR	5090 BRIARWIND DR ARLINGTON, TN 38002	INFORMATION REQUESTED	1,000	0
(118) HARRY BROOKS FOR STATE REPRESENTATIVE	6600 WASHINGTON PIKE KNOXVILLE, TN 37918	INFORMATION REQUESTED	1,000	0
(119) HURLEY FOR STATE REPRESENTATIVE	119 LEE DR LENOIR CITY, TN 37771	INFORMATION REQUESTED	1,000	0
(120) JOE KEAVENY FOR SENATE	6219 WESTMINSTER PLACE ST. LOUIS, MO 63130	INFORMATION REQUESTED	1,000	0
(121) LAMBERTH FOR STATE REP	P.O. BOX 812 PORTLAND, TN 37148	INFORMATION REQUESTED	1,000	0
(122) LAMPING FOR SENATE	2 WARSON HILLS ST LOUIS, MO 63124	INFORMATION REQUESTED	1,000	0
(123) LOIS DEBERRY FOR STATE REPRESENTATIVE	2429 VERDUN ST MEMPHIS, TN 38114	91-2064173	1,000	0
(124) MARK PODY FOR STATE REPRESENTATIVE	113 S CUMBERLAND ST LEBANON, TN 37087	INFORMATION REQUESTED	1,000	0
(125) NEVADA SENATE DEMOCRATS	1210 S VALLEY VIEW, SUITE 114 LAS VEGAS, NV 89102	88-0316606	1,000	0
(126) RUPP FOR MISSOURI	3107 BEAR VIEW CT WENTZVILLE, MO 63385	43-1931226	1,000	0

STUDENTSFIRST  
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2011 FORM 990, SCHEDULE C, PART I-C, LINE 5 ATTACHMENT

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(127) SATER FOR SENATE	1735 CEDAR CASSVILLE, MO 65625	INFORMATION REQUESTED	1,000	0
(128) ANDY GARDINER CAMPAIGN	P.O. BOX 560866 ORLANDO, FL 32856	59-3661169	500	0
(129) ANNE ZERR FOR STATE REPRESENTATIVE	P.O. BOX 1191 ST. CHARLES, MO 63302	26-1115317	500	0
(130) CITIZENS FOR DIEHL	3605 GETTYSBURG PLACE JEFFERSON CITY, MO 65109	INFORMATION REQUESTED	500	0
(131) CITIZENS FOR GOOD	P.O. BOX 800 HILLSBORO, MO 63050	INFORMATION REQUESTED	500	0
(132) CITIZENS FOR MYRON NETH	118 N CONISTOR, SUITE B 202 LIBERTY, MO 64068	INFORMATION REQUESTED	500	0
(133) CITIZENS FOR RIDDLE	7227 STATE ROAD V V MOKANE, MO 65069	INFORMATION REQUESTED	500	0
(134) CITIZENS FOR TORPEY	821 EAST MANOR ROAD INDEPENDENCE, MO 64055	INFORMATION REQUESTED	500	0
(135) COMMITTEE TO ELECT CHRIS CARTER	6000 WEST FLORISSANT ST. LOUIS, MO 63136	INFORMATION REQUESTED	500	0
(136) COMMITTEE TO ELECT GAIL BEATTY	6012 WOODLAND AVE KANSAS CITY, MO 64410	INFORMATION REQUESTED	500	0
(137) COMMITTEE TO ELECT JAKE HUMMEL	3841 HOLLY HILLS BLVD ST. LOUIS, MO 63116	INFORMATION REQUESTED	500	0
(138) COMMITTEE TO ELECT LARRY O'NEAL	200 WILLINGHAM DRIVE BONAIRE, GA 31005	INFORMATION REQUESTED	500	0
(139) COMMITTEE TO ELECT MIKE LEARA	9768 WATSON RD ST. LOUIS, MO 63126	INFORMATION REQUESTED	500	0
(140) DAVID SIMMONS CAMPAIGN	P.O. BOX 161611 ALTAMONTE SPRINGS, FL 32716	91-2104363	500	0

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27-3659685

2011 FORM 990, SCHEDULE C, PART I-C, LINE 5 ATTACHMENT

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(141)	ERIK FRESEN CAMPAIGN	P.O. BOX 430855 MIAMI, FL 33243	INFORMATION REQUESTED	500	0
(142)	FRIENDS FOR CHIP ROGERS	P.O. BOX 813 WOODSTOCK, GA 30188	INFORMATION REQUESTED	500	0
(143)	FRIENDS OF CALEB JONES	P.O. BOX 5 CALIFORNIA, MO 65018	INFORMATION REQUESTED	500	0
(144)	FRIENDS OF ERIC BURLISON	3204 S ANABRANCH BLVD SPRINGFIELD, MO 65807	INFORMATION REQUESTED	500	0
(145)	FRIENDS OF JAN JONES	12850 HWY 9, SUITE 600-356 MILTON, GA 30004	INFORMATION REQUESTED	500	0
(146)	FRIENDS OF JAY BARNES	219 EAST DUNKLIN ST, SUITE A JEFFERSON CITY, MO 65101	INFORMATION REQUESTED	500	0
(147)	FRIENDS OF JOHN JOSEPH RIZZO	511 HOLMES KANSAS CITY, MO 64106	45-5427262	500	0
(148)	FRIENDS OF RICK STREAM	1229 LOCKETT LANE KIRKWOOD, MO 63122	INFORMATION REQUESTED	500	0
(149)	FRIENDS OF STACEY Y. ABRAMS	P.O. BOX 5750 ATLANTA, GA 31107	INFORMATION REQUESTED	500	0
(150)	FRIENDS OF SUSAN CARLSON	7042 WESTMORELAND DR ST. LOUIS, MO 63130	INFORMATION REQUESTED	500	0
(151)	FRIENDS OF TODD RICHARDSON	P.O. BOX 310 POPLAR BLUFF, MO 63902	INFORMATION REQUESTED	500	0
(152)	FRIENDS OF TOMMIE WILLIAMS	148 WILLIAMS AVE LYONS, GA 30436	91-2063366	500	0
(153)	FRIENDS TO ELECT BILL LANT	5528 GUN ROAD JOPLIN, MO 64804	INFORMATION REQUESTED	500	0
(154)	JANET ADKINS CAMPAIGN	863 LAGUNA DRIVE FERMANDINA BEACH, FL 32034	INFORMATION REQUESTED	500	0

STUDENTSFIRST  
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 2011 FORM 990, SCHEDULE C, PART I-C, LINE 5 ATTACHMENT

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(155) JEREMY RING CAMPAIGN	7980 N W 82 TERRACE PARKLAND, FL 33067	INFORMATION REQUESTED	500	0
(156) JOE NEGRON CAMPAIGN	P.O. BOX 2589 STUART, FL 34995	65-1027453	500	0
(157) JOHN LEGG CAMPAIGN	10217 PALLADIO DRIVE NEW PORT RICHEY, FL 34655	04-3704197	500	0
(158) JOHN SELLARS FOR STATE REPRESENTATIVE	P.O. BOX 3316 SPRINGFIELD, MO 65808	27-1568047	500	0
(159) JOHN THRASHER CAMPAIGN	2640-A MITCHAM DRIVE TALLHASSEE, FL 32308	27-1659411	500	0
(160) KELLI STARGEL CAMPAIGN	P.O. BOX 8804 LAKELAND, FL 33806	INFORMATION REQUESTED	500	0
(161) LIZBETH BENACQUISTO CAMPAIGN	P.O. BOX 60543 FOR MYERS, FL 33906	INFORMATION REQUESTED	500	0
(162) MARTI COLEY CAMPAIGN	5130 PRESIDENTS CIRCLE MARIANNA, FL 32446	INFORMATION REQUESTED	500	0
(163) MICHAEL BILECA CAMPAIGN	6720 SW 145 STREET MIAMI, FL 33158	INFORMATION REQUESTED	500	0
(164) MILLAR FOR STATE SENATE	5249 BROOKE FARM DR DUNWOODY, GA 30338	INFORMATION REQUESTED	500	0
(165) MISSOURIANS FOR DOKES	606 DAVIDSON CT ST PETERS, MO 63376	INFORMATION REQUESTED	500	0
(166) MISSOURIANS FOR MIKE CIERPIOT	214 NE LANDINGS CIRCLE LEES SUMMIT, MO 64064	INFORMATION REQUESTED	500	0
(167) RICHARD CORCORAN CAMPAIGN	3152 LITTLE ROAD, SUITE 173 TRINITY, FL 34655	INFORMATION REQUESTED	500	0
(168) WILL WEATHERFORD CAMPAIGN	P.O. BOX 7339 WESLEY CHAPEL, FL 33545	INFORMATION REQUESTED	500	0

STUDENTSFIRST  
27-3659685

2011 FORM 990, SCHEDULE C, PART I-C, LINE 5 ATTACHMENT

	(a) Name	(b) Address	(c) EIN	(d) Amount paid from filing organization's funds. If none, enter -0-	(e) Amount of political contributions received and promptly and directly delivered to a separate political organization. If none, enter -0-
(169)	FRIENDS TO ELECT MARGARET KAISER	504 HILL ST SE ATLANTA, GA 30312	INFORMATION REQUESTED	300	0
(170)	KATHY ASHE FOR STATE HOUSE	82 WESTMINSTER DR NE ATLANTA, GA 30309	INFORMATION REQUESTED	300	0

STUDENTSFIRST  
27-3659685

2011 FORM 990, SCHEDULE I, PART II, LINE 1 ATTACHMENT

1(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
1 PARENTS AND TEACHERS FOR PUTTING STUDENTS FIRST 2350 KERNER BLVD, SUITE 250 SAN RAFAEL, CA 94901	45-5233065	527	2,000,000	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION
2 GREAT NEW ENGLAND PUBLIC SCHOOLS ALLIANCE 151 NEW PARK AVENUE, SUITE 15C/16 HARTFORD, CT 06106	45-4903661	501(C)(4)	550,000	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION
3 BETTER EDUCATION FOR KIDS, INC 94 CHURCH STREET, SUITE 201 NEW BRUNSWICK, NJ 08901	27-5299949	501(C)(4)	200,000	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION.
4 BETTER EDUCATION FOR NJ KIDS, INC 94 CHURCH STREET, SUITE 201 NEW BRUNSWICK, NJ 08901	27-5025678	527	200,000	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION.
5 STUDENTSFIRST NEW YORK, INC 345 7TH AVENUE, SUITE 501 NEW YORK, NY 10001	45-4296699	501(C)(4)	100,000	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION.
6 MI REPUBLICAN PARTY ADMIN ACCOUNT 510 SEYMOUR LANSING, MI 48933	38-1221182	527	40,000	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION
7 MICHIGAN JOBS & LABOR FOUNDATION P O BOX 12355 LANSING, MI 48901	38-3331134	501(C)(4)	20,000	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION
8 FERRELL HAILE FOR SENATE P O BOX 1087 GALLATIN, TN 37066	INFORMATION REQUESTED	527	10,000	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION
9 TN HOUSE REPUBLICAN CAUCUS 103 WAR MEMORIAL BUILDING NASHVILLE, TN 37243	62-1126990	527	10,000	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION
10 TN SENATE REPUBLICAN CAUCUS 303 WAR MEMORIAL BUILDING NASHVILLE, TN 37243	62-1133283	527	10,000	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION.
11 STEVE DICKERSON FOR STATE SENATE 93 VICTORIA PARK NASHVILLE, TN 37205	INFORMATION REQUESTED	527	10,000	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION.
12 FRIENDS OF DOLORES GRESHAM 17426 HIGHWAY 64 SOMERVILLE, TN 38068	INFORMATION REQUESTED	527	8,500	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION

STUDENTSFIRST  
27-3659685

2011 FORM 990, SCHEDULE I, PART II, LINE 1 ATTACHMENT

1(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(13) FRIENDS OF JOEY HENSELY 855 SUMMERTOWN HIGHWAY HOHENWALD, TN 38462	INFORMATION REQUESTED	527	8,500	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION
(14) ASPIRE MICHIGAN 3729 MCKINLEY ROAD CHINA, MI 48054	45-2247452	527	7,500	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION
(15) PRINCIPLE CENTERED LEADERSHIP COMMITTEE 13195 SW 134 STREET MIAMI, FL 33186	30-0691630	527	7,000	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION
(16) CITIZENS TO ELECT JAMILAH NASHEED 4700 LEE AVENUE ST LOUIS, MO 63115	INFORMATION REQUESTED	527	6,700	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION
(17) BARRY DOSS FOR STATE REPRESENTATIVE 3176 OIL MILL ROAD COVINGTON, TN 38019	INFORMATION REQUESTED	527	6,500	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION.
(18) BILL SPIVEY FOR STATE REPRESENTATIVE 1523 CORNERSVILLE HIGHWAY LEWISBURG, TN 37091	INFORMATION REQUESTED	527	6,500	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION.
(19) COMMITTEE TO ELECT RICHARD MONTGOMERY 1582 BROAD RIVER LANE SEVIERVILLE, TN 37876	INFORMATION REQUESTED	527	6,500	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION.
(20) FRIENDS OF ART SWANN 3652 WAGON WHEEL ROAD MARYVILLE, TN 37803	INFORMATION REQUESTED	527	6,500	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION
(21) JOHN RAGAN FOR STATE REPRESENTATIVE 119 MORNINGSIDE DRIVE OAK RIDGE, TN 37830	INFORMATION REQUESTED	527	6,500	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION
(22) RYAN WILLIAMS FOR STATE REPRESENTATIVE 570 PLEASANT HILL DRIVE COOKEVILLE, TN 38501	INFORMATION REQUESTED	527	6,500	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION.
(23) KEVIN BROOKS FOR STATE REPRESENTATIVE P.O. BOX 4801 CLEVELAND, TN 37320	INFORMATION REQUESTED	527	6,000	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION
(24) FAMILIES FOR BETTER PUBLIC SCHOOLS 5030 CENTER HILL CHURCH ROAD LOGANVILLE, GA 30052	45-5290725	501(C)(4)	6,000	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION

STUDENTSFIRST  
27-3659685

2011 FORM 990, SCHEDULE I, PART II, LINE 1 ATTACHMENT

1(a) Name and address of organization or government	(b) EIN	(c) IRC section if applicable	(d) Amount of cash grant	(e) Amount of non-cash assistance	(f) Method of valuation (book, FMV, appraisal, other)	(g) Description of non-cash assistance	(h) Purpose of grant or assistance
(25) DEBRA MAGGART FOR STATE REPRESENTATIVE 112 LA BAR DRIVE HENDERSONVILLE, TN 37075	INFORMATION REQUESTED	527	5,500	0	N/A	N/A	TO ADVANCE EDUCATION REFORM IN LINE WITH STUDENTSFIRST'S MISSION



# Application for Extension of Time To File an Exempt Organization Return

Department of the Treasury  
Internal Revenue Service

▶ **File a separate application for each return.**

- If you are filing for an **Automatic 3-Month Extension**, complete only **Part I** and check this box
  - If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only **Part II** (on page 2 of this form)
- Do not complete Part II unless** you have already been granted an automatic 3-month extension on a previously filed Form 8868

**Electronic filing (e-file).** You can electronically file Form 8868 if you need a 3-month automatic extension of time to file (6 months for a corporation required to file Form 990-T), or an additional (not automatic) 3-month extension of time. You can electronically file Form 8868 to request an extension of time to file any of the forms listed in Part I or Part II with the exception of Form 8870, Information Return for Transfers Associated With Certain Personal Benefit Contracts, which must be sent to the IRS in paper format (see instructions) For more details on the electronic filing of this form, visit [www.irs.gov/efile](http://www.irs.gov/efile) and click on *e-file for Charities & Nonprofits*

**Part I Automatic 3-Month Extension of Time.** Only submit original (no copies needed).

A corporation required to file Form 990-T and requesting an automatic 6-month extension – check this box and complete Part I only

All other corporations (including 1120-C filers), partnerships, REMICS, and trusts must use Form 7004 to request an extension of time to file income tax returns.

Enter filer's identifying number, see instructions

<b>Type or print</b>	Name of exempt organization or other filer, see instructions	Employer identification number (EIN) or
	STUDENTSFIRST	<input checked="" type="checkbox"/> 27-3659685
	Number, street, and room or suite number If a P O box, see instructions	Social security number (SSN)
	825 K STREET, 2ND FLOOR	<input type="checkbox"/>
	City, town or post office, state, and ZIP code For a foreign address, see instructions	
	SACRAMENTO	CA 95814

Enter the Return code for the return that this application is for (file a separate application for each return) 01

Application Is For	Return Code	Application Is For	Return Code
Form 990	01	Form 990-T (corporation)	07
Form 990-BL	02	Form 1041-A	08
Form 990-EZ	01	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (section 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

- The books are in the care of ▶ THE ABOVE NAMED ENTITY -----
- Telephone No ▶ (916) 287-9220 ----- FAX No. ▶ -----
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ If this is for the whole group, check this box  If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for

**1** I request an automatic 3-month (6 months for a corporation required to file Form 990-T) extension of time until Mar 15, 20 13, to file the exempt organization return for the organization named above  
The extension is for the organization's return for

- ▶  calendar year 20 \_\_\_\_ or
- ▶  tax year beginning Aug 1, 20 11, and ending Jul 31, 20 12

**2** If the tax year entered in line 1 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period

<b>3a</b> If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions	<b>3a</b>	\$	0.
<b>b</b> If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit	<b>3b</b>	\$	0.
<b>c Balance due.</b> Subtract line 3b from line 3a Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System) See instructions	<b>3c</b>	\$	0.

**Caution.** If you are going to make an electronic fund withdrawal with this Form 8868, see Form 8453-EO and Form 8879-EO for payment instructions

- If you are filing for an **Additional (Not Automatic) 3-Month Extension**, complete only Part II and check this box  **Note.** Only complete Part II if you have already been granted an automatic 3-month extension on a previously filed Form 8868.
- If you are filing for an **Automatic 3-Month Extension**, complete only Part I (on page 1).

**Part II Additional (Not Automatic) 3-Month Extension of Time.** Only file the original (no copies needed).

Type or print  File by the due date for filing your return. See instructions.	Name of exempt organization or other filer, see instructions. <b>STUDENTSFIRST</b>	Enter filer's identifying number, see instructions Employer identification number (EIN) or <b>27-3659685</b>
	Number, street, and room or suite no. If a P.O. box, see instructions. <b>825 K STREET, 2ND FLOOR</b>	Social security number (SSN)
	City, town or post office, state, and ZIP code. For a foreign address, see instructions. <b>SACRAMENTO, CA 95814</b>	

Enter the Return code for the return that this application is for (file a separate application for each return) 0 1

Application Is For	Return Code	Application Is For	Return Code
Form 990 or Form 990-EZ	01		
Form 990-BL	02	Form 1041-A	08
Form 4720 (Individual)	03	Form 4720	09
Form 990-PF	04	Form 5227	10
Form 990-T (sec. 401(a) or 408(a) trust)	05	Form 6069	11
Form 990-T (trust other than above)	06	Form 8870	12

**STOP! Do not complete Part II if you were not already granted an automatic 3-month extension on a previously filed Form 8868.**

- The books are in the care of **REBECCA SIBILIA**  
Telephone No. **(916)267-9220** FAX No. \_\_\_\_\_
- If the organization does not have an office or place of business in the United States, check this box
- If this is for a Group Return, enter the organization's four digit Group Exemption Number (GEN) \_\_\_\_\_ . If this is for the whole group, check this box  . If it is for part of the group, check this box  and attach a list with the names and EINs of all members the extension is for.

- I request an additional 3-month extension of time until **JUNE 15**, 20 **13**.
- For calendar year \_\_\_\_\_, or other tax year beginning **AUGUST 1**, 20 **11**, and ending **JULY 31**, 20 **12**.
- If the tax year entered in line 5 is for less than 12 months, check reason:  Initial return  Final return  
 Change in accounting period
- State in detail why you need the extension **ADDITIONAL TIME IS NEEDED TO GATHER THE INFORMATION NECESSARY TO FILE A COMPLETE AND ACCURATE RETURN.**

8a If this application is for Form 990-BL, 990-PF, 990-T, 4720, or 6069, enter the tentative tax, less any nonrefundable credits. See instructions.	8a	\$	0
b If this application is for Form 990-PF, 990-T, 4720, or 6069, enter any refundable credits and estimated tax payments made. Include any prior year overpayment allowed as a credit and any amount paid previously with Form 8868.	8b	\$	0
c Balance due. Subtract line 8b from line 8a. Include your payment with this form, if required, by using EFTPS (Electronic Federal Tax Payment System). See instructions.	8c	\$	0

**Signature and Verification must be completed for Part II only.**

Under penalties of perjury, I declare that I have examined this form, including accompanying schedules and statements, and to the best of my knowledge and belief, it is true, correct, and complete and that I am authorized to prepare this form.

Signature Robert S. R Title CPA Date 2/27/13